

**MARVEL**

# ULTIMATE SPIDER-MAN®

VOL  
**20**



**AND HIS AMAZING FRIENDS**



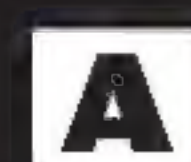
"I have such love for this book... It's got excitement, emotion, action... I haven't seen the whole mutant/adolescence analogy used to this fine an effect in a long time."  
— *Aint It Cool News*



**T**hings are changing in the young life of Peter Parker: The Fantastic Four's Johnny Storm is now his buddy — and the hot-headed super hero has taken a liking to Peter's classmate, Liz Allen! But something is horribly wrong with Liz — something that will soon affect the life of every student at Midtown High — including Peter's ex-girlfriend, Kitty Pryde! Guest-starring the X-Men and the most malevolent mutant of all: Magneto, Master of Magnetism!

Plus: the return of Omega Red! And the worst day in Peter Parker's life!

Collecting *Ultimate Spider-Man* #118-122, written by **Brian Michael Bendis** (*New Avengers*) and illustrated by **Stuart Immonen** (*Ultimate X-Men*, *Ultimate Fantastic Four*).



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VOL  
20



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# ULTIMATE SPIDER-MAN®

ISSUE  
**118**



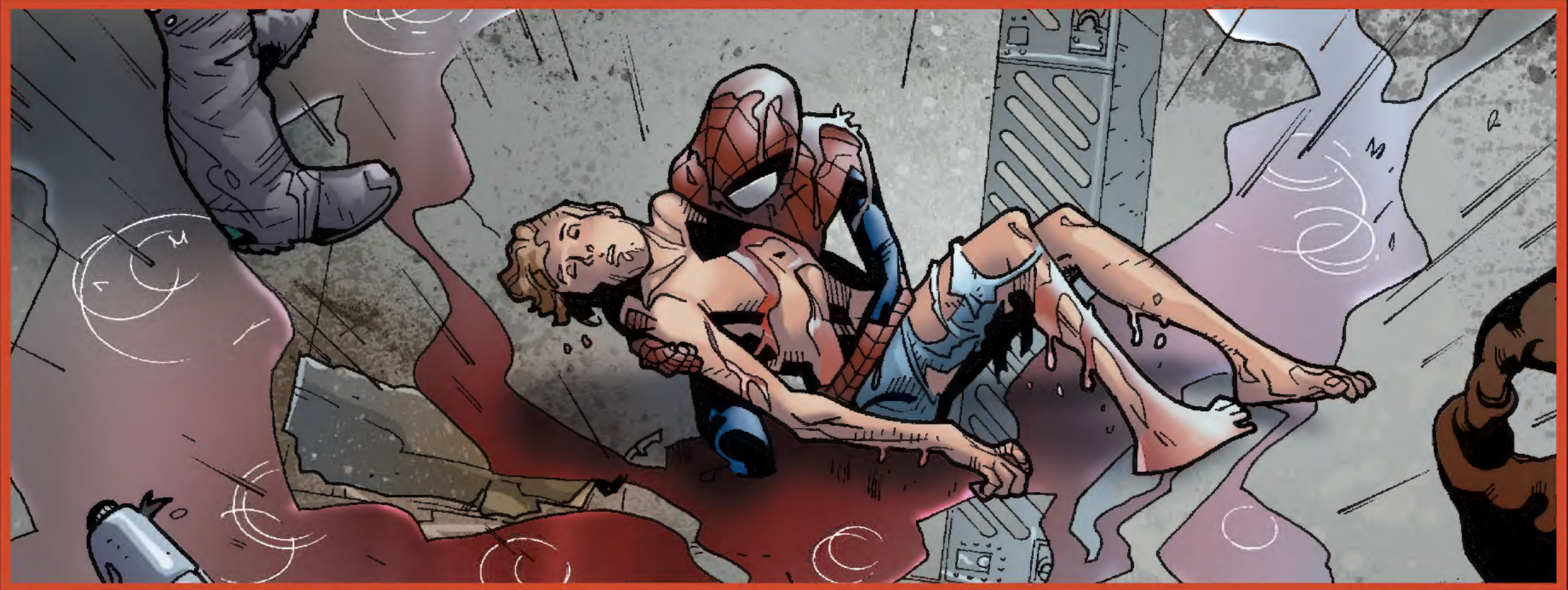
**MARVEL**

**BENDIS  
IMMONEN  
von GRAWBADGER  
PONSOR**



The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a part-time job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



# PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Peter Parker and MJ have gotten back together, leaving his troubled relationship with Kitty Pryde (of the world-famous mutant team, the X-Men) in shambles. To complicate matters even more, Kitty now goes to school with them and is in their class.

Over the past few months, Spider-Man and the Fantastic Four's Human Torch have become good friends.

Meanwhile, in a recent dramatic battle with the Green Goblin (a.k.a. Norman Osborn), Peter's best friend Harry died at the hands of his own father.

Brian Michael  
**Bendis**  
WRITER

Stuart  
**Immonen**  
PENCILER

Wade von  
**Grawbadger**  
INKER

Justin  
**Ponsor**  
COLORIST

VC's Cory  
**Petit**  
LETTERER

Cover: Stuart Immonen & Richard Isanove

Anthony  
**Dial**  
PRODUCTION

Lauren  
**Sankovitch**  
ASST. EDITOR

Bill  
**Rosemann**  
EDITOR

Ralph  
**Macchio**  
SENIOR EDITOR

Joe  
**Quesada**  
EDITOR IN CHIEF

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**Buckley**  
PUBLISHER

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AAARRGGHH!!!

I *read* this part already!! Focus!!

Come on, you can read *this*. Stop daydreaming.

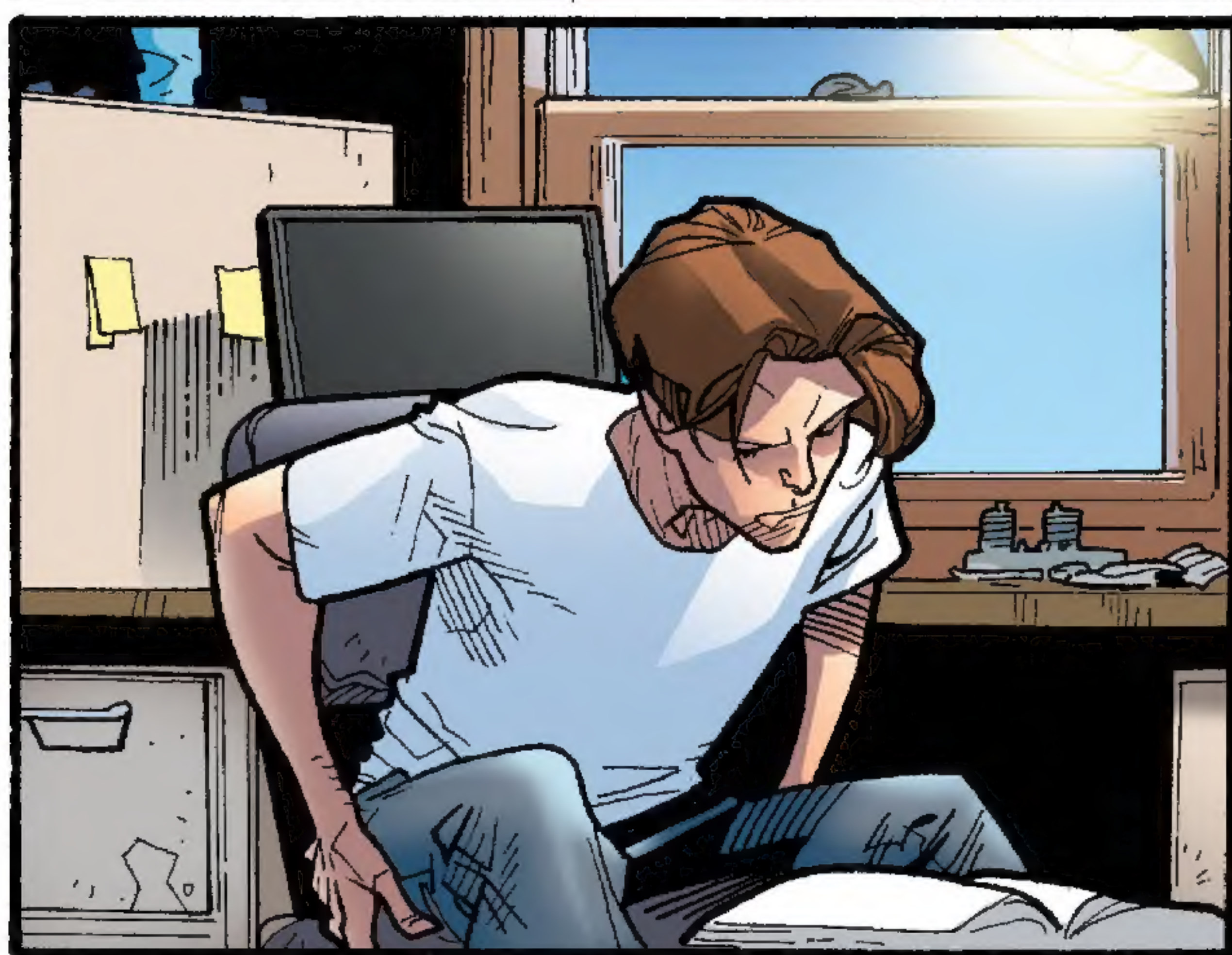
It's *Einstein*. You love Einstein. You want to *be* Einstein.

You want to be the only person you know outside of the Baxter Building who *has* read this.

Come on.

Okay.

Okay.

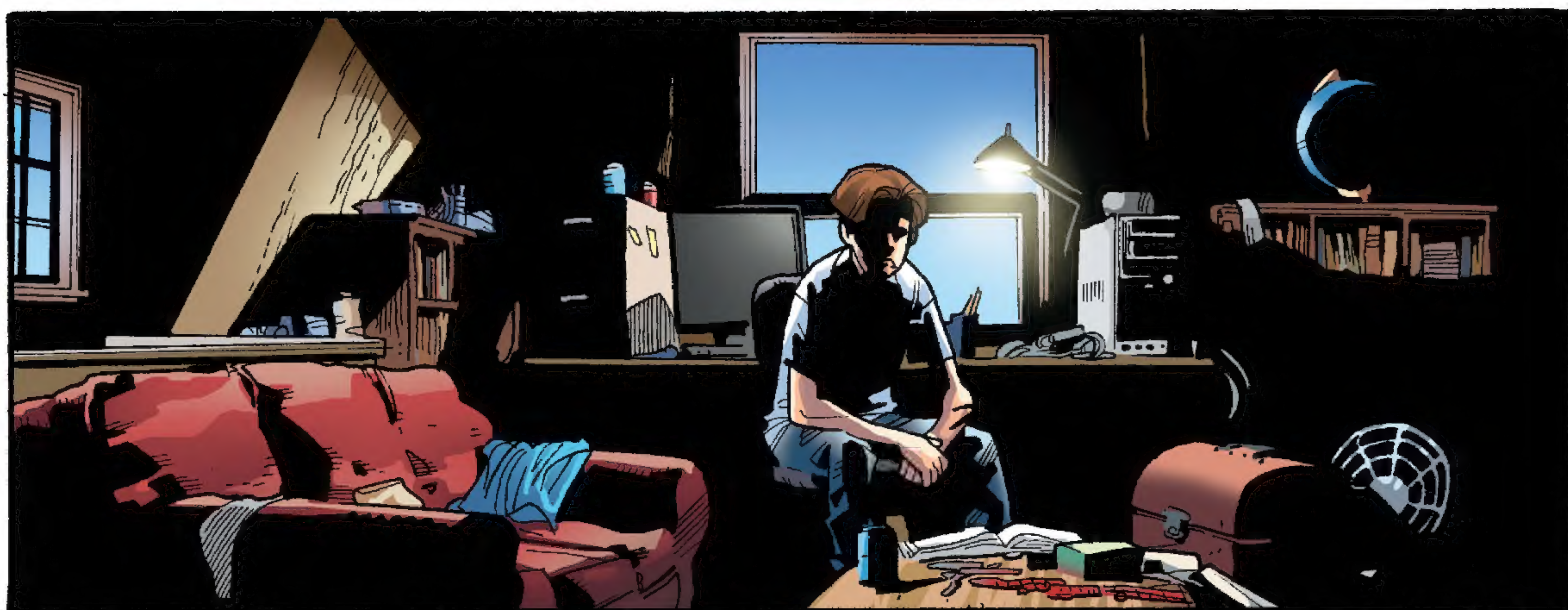


Man, Einstein would have *loved* to meet me.

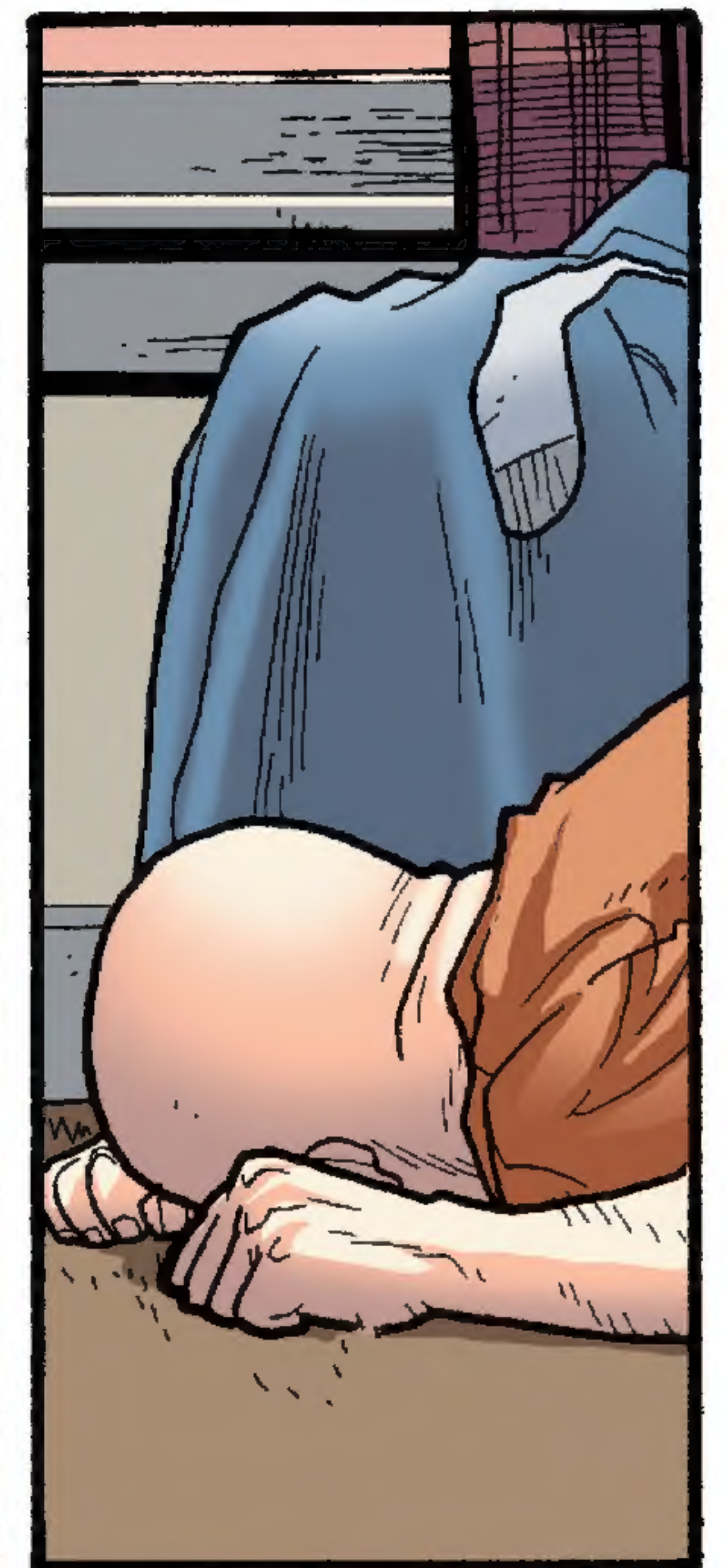
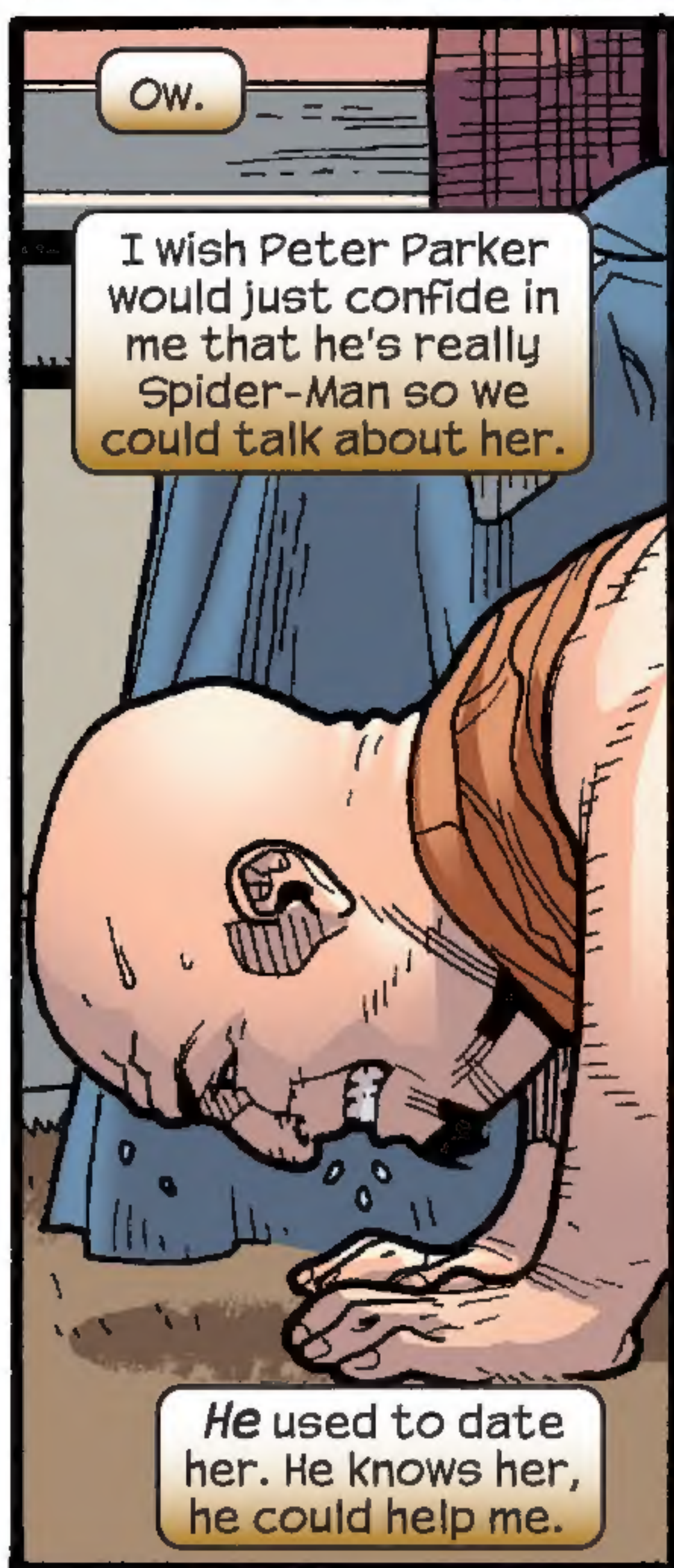
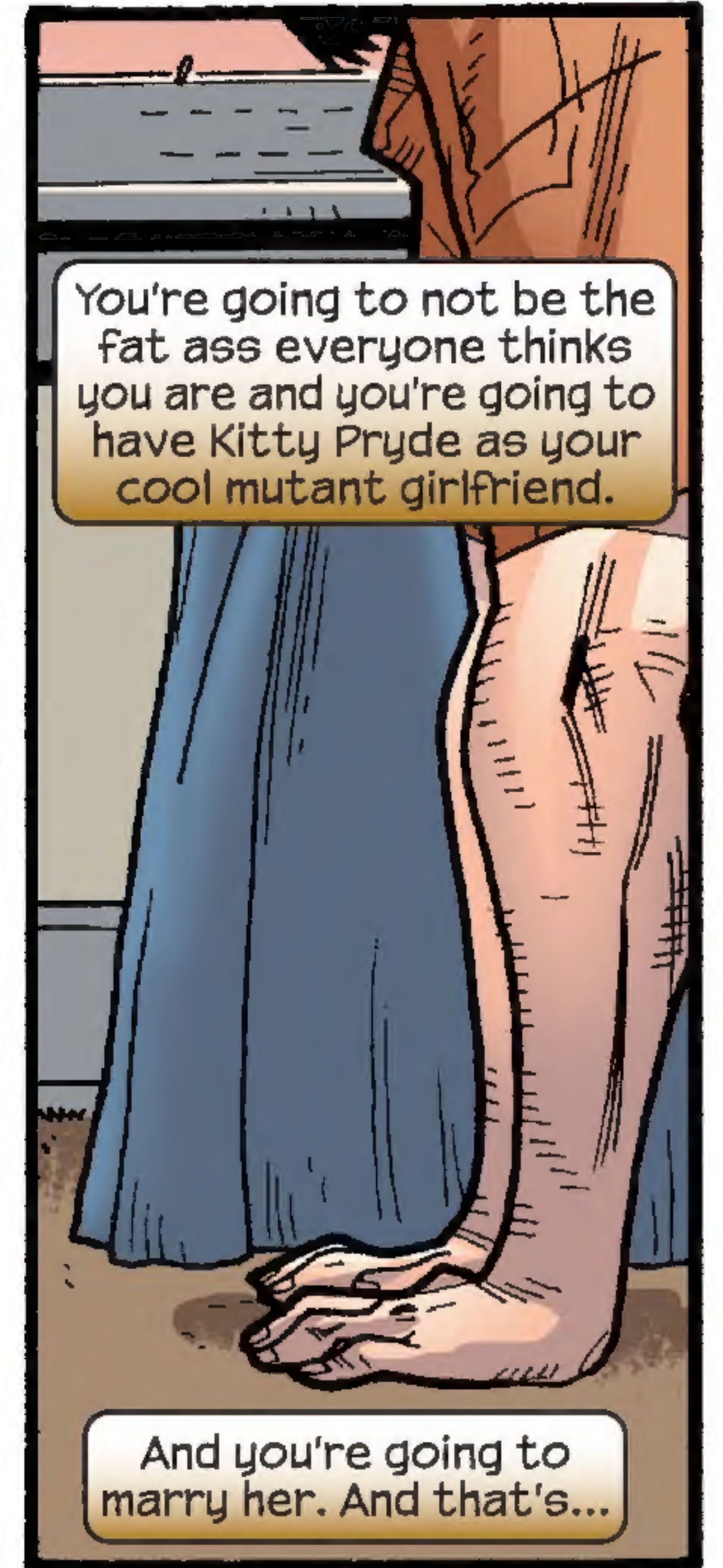
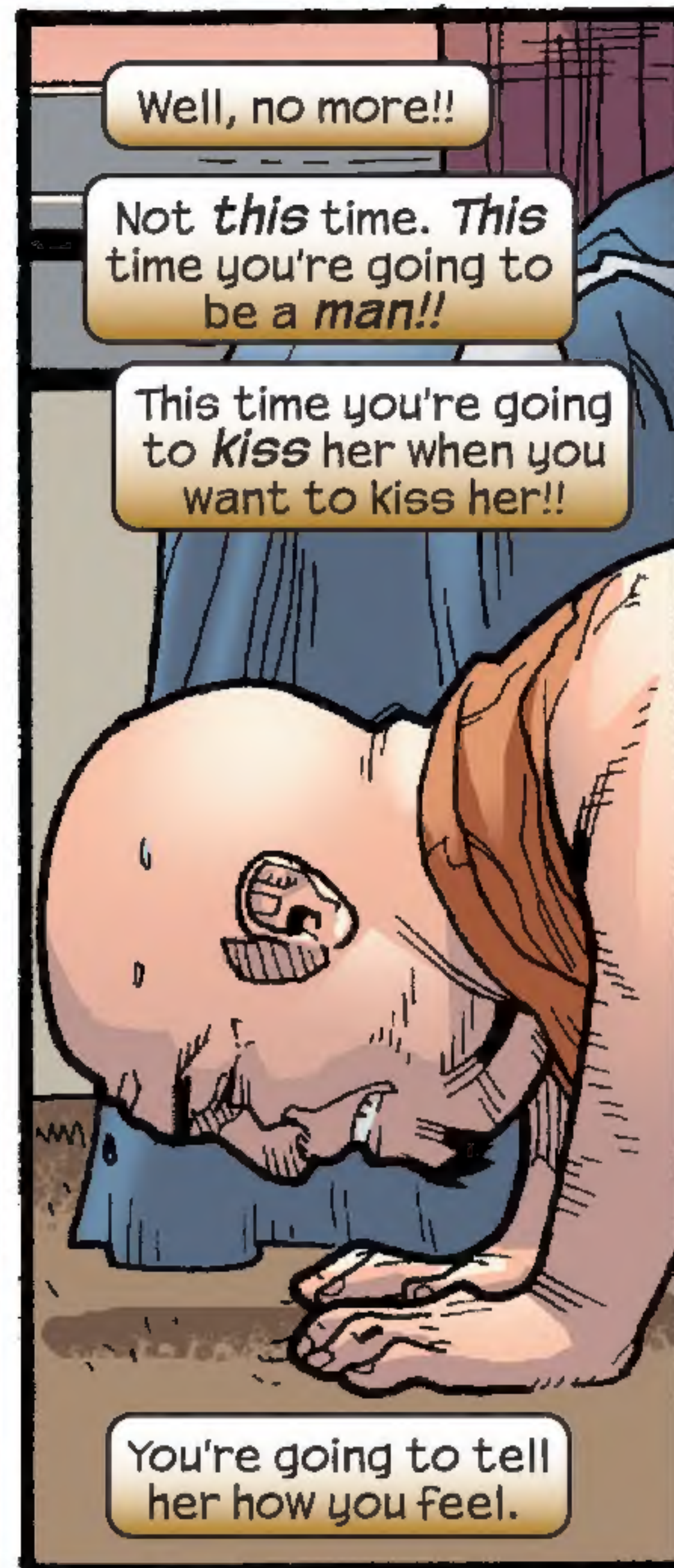
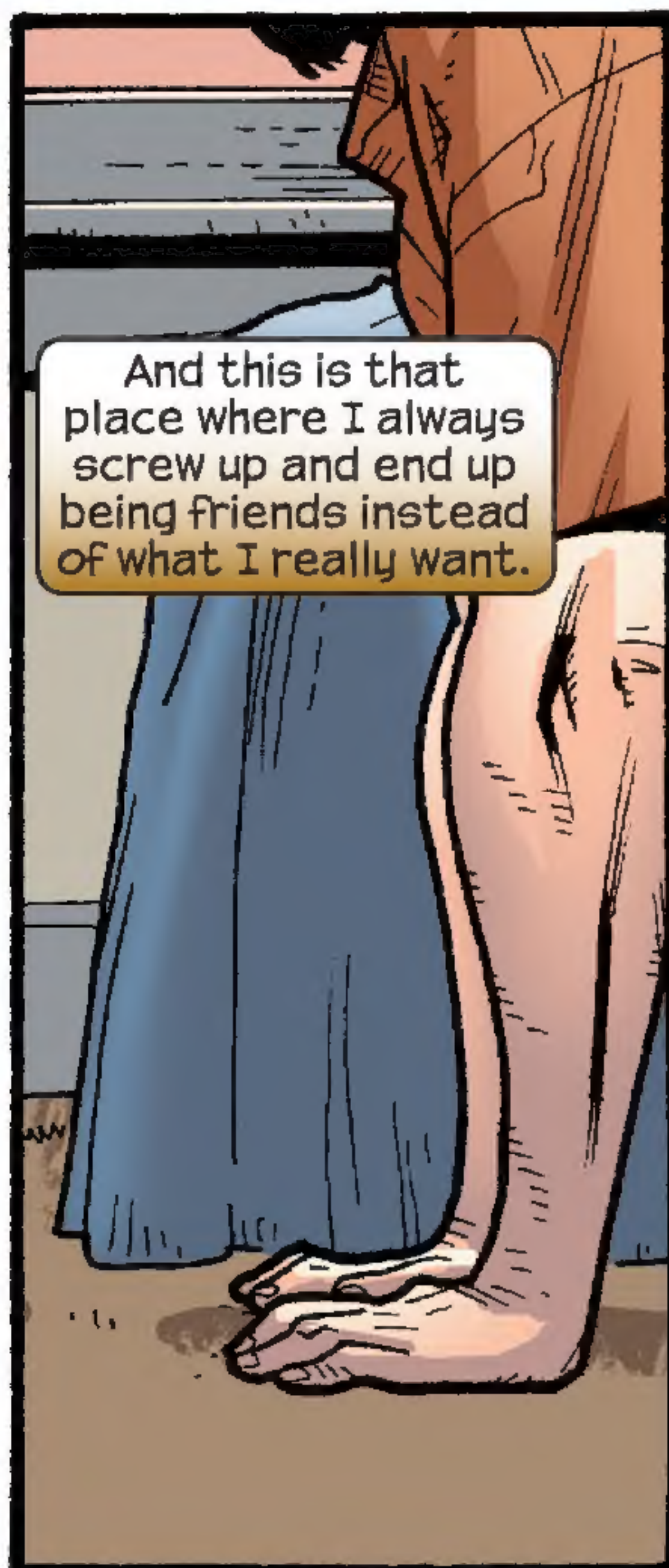
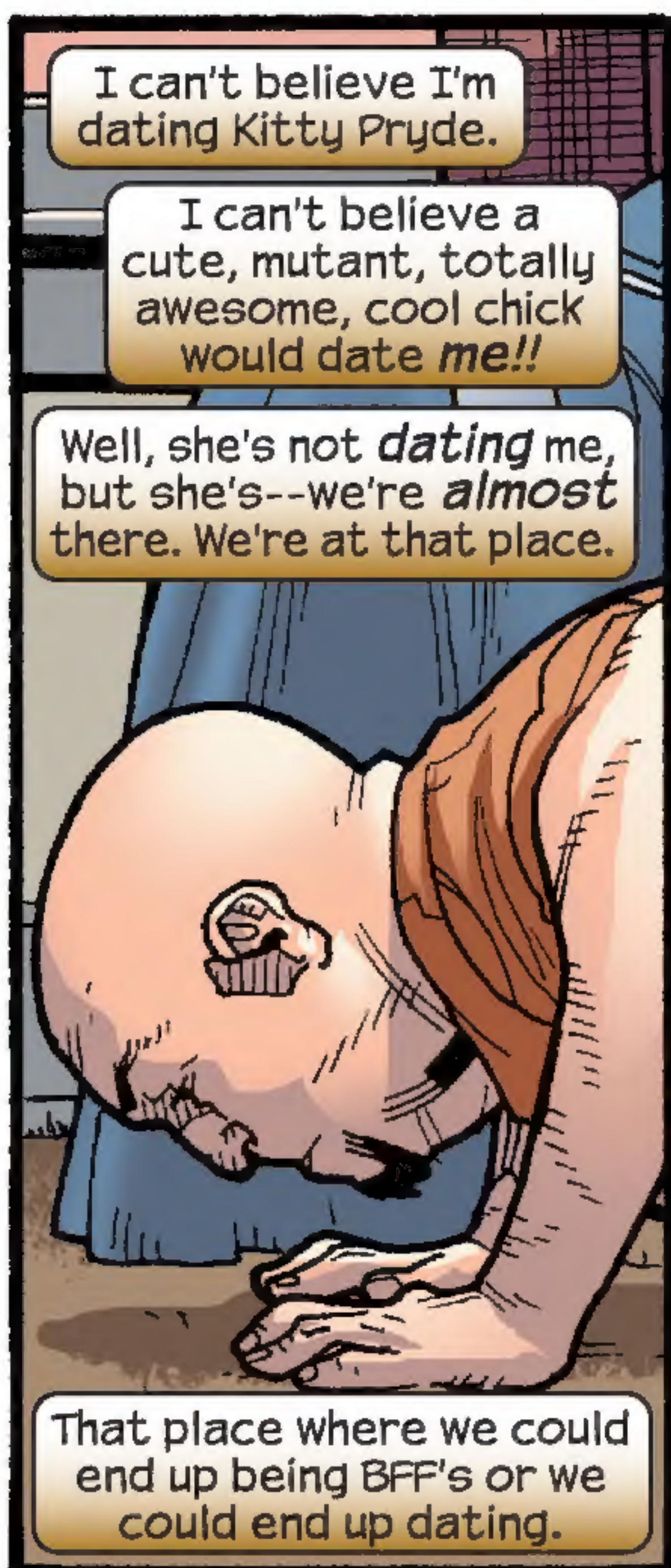
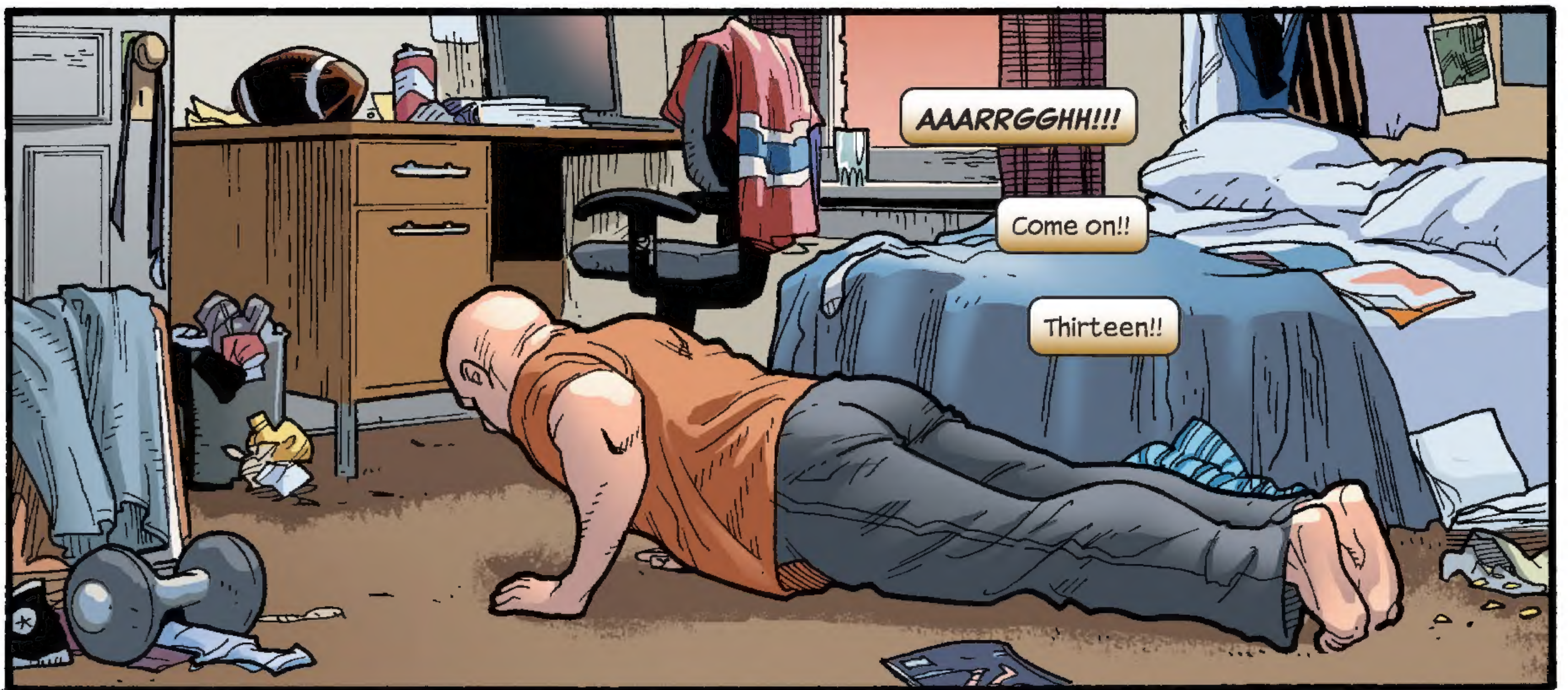
He would have loved everything about me and my spider-powers.

He'd be doing a... you're still not reading.

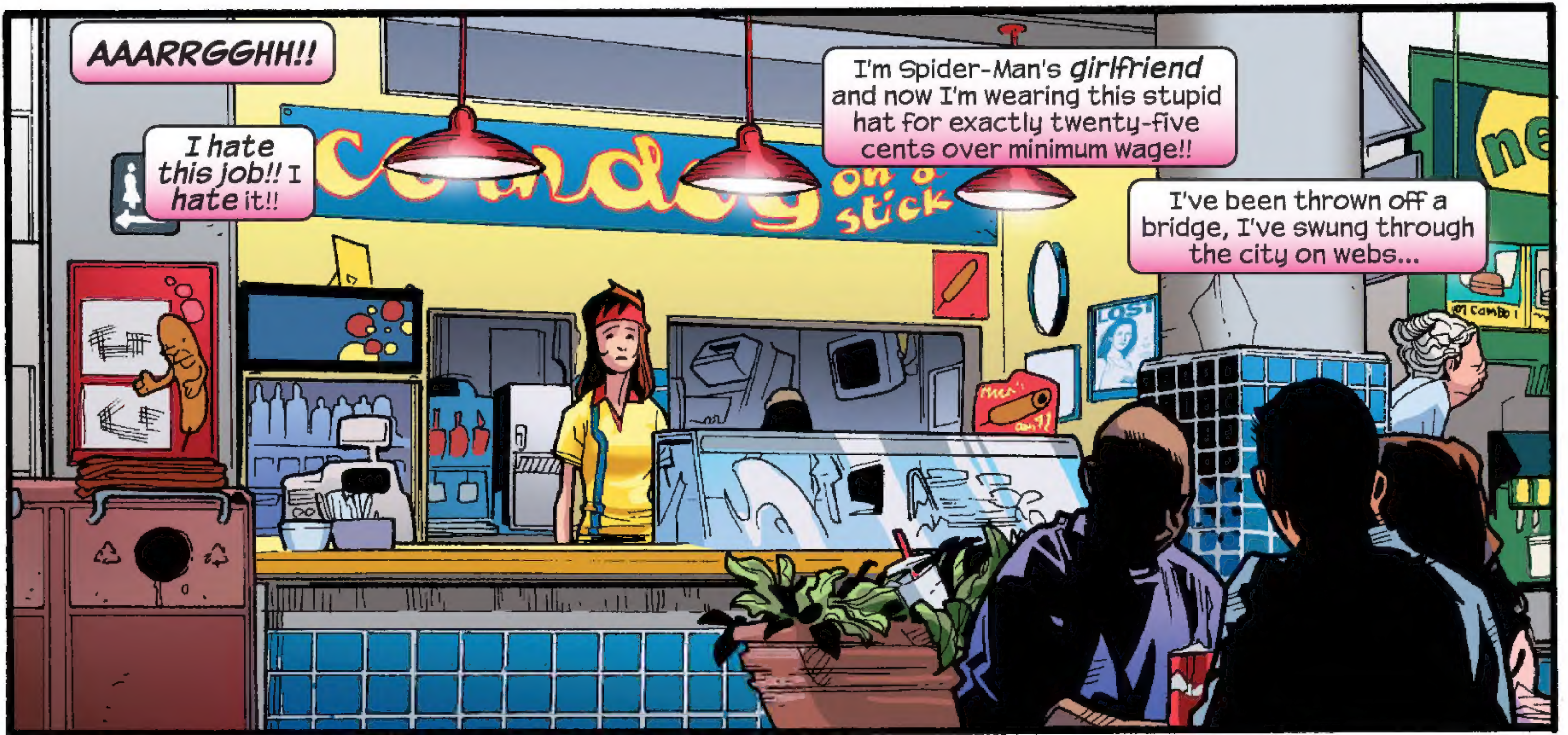
Why can't you focus??









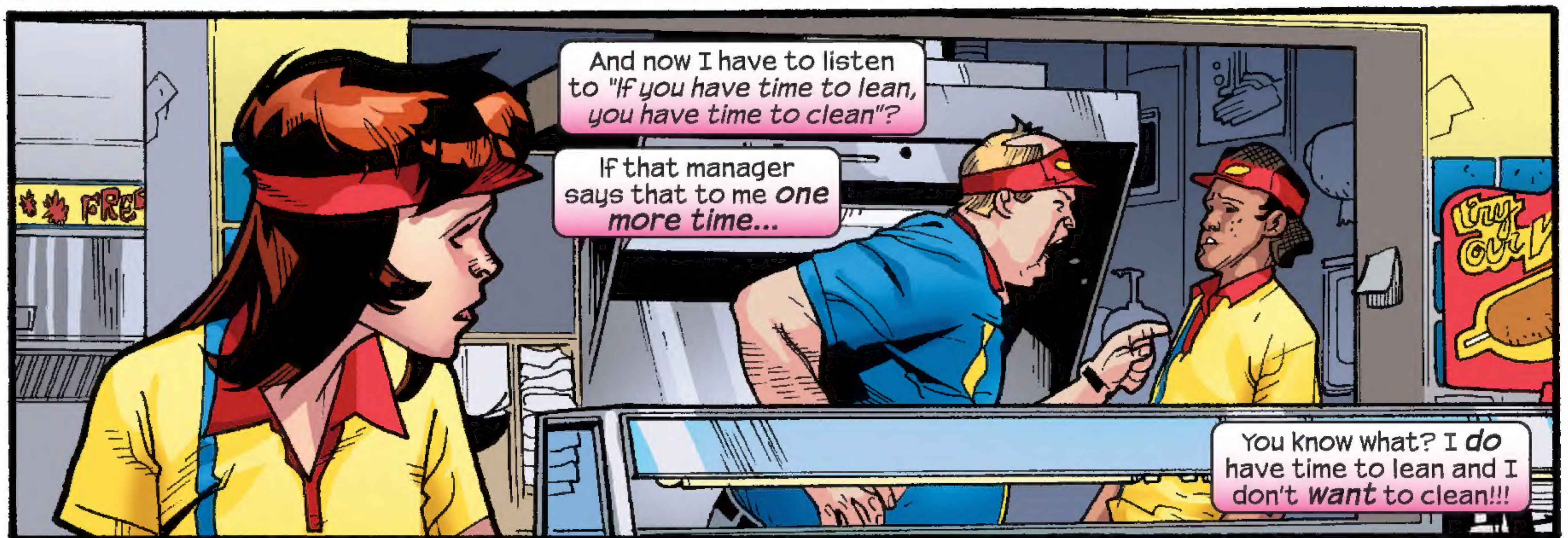


AAARRGGHH!!

I hate this job!! I hate it!!

I'm Spider-Man's girlfriend and now I'm wearing this stupid hat for exactly twenty-five cents over minimum wage!!

I've been thrown off a bridge, I've swung through the city on webs...



And now I have to listen to "If you have time to lean, you have time to clean"?

If that manager says that to me *one more time...*

You know what? I *do* have time to lean and I don't *want* to clean!!!



This place is *already* clean!!

You know *why* the place is clean, Mister Manager Pimple Puss, because *no one* eats this stuff.

There's a Panda Buffet *and* a McDonald's right over there!!

No one *comes* here.

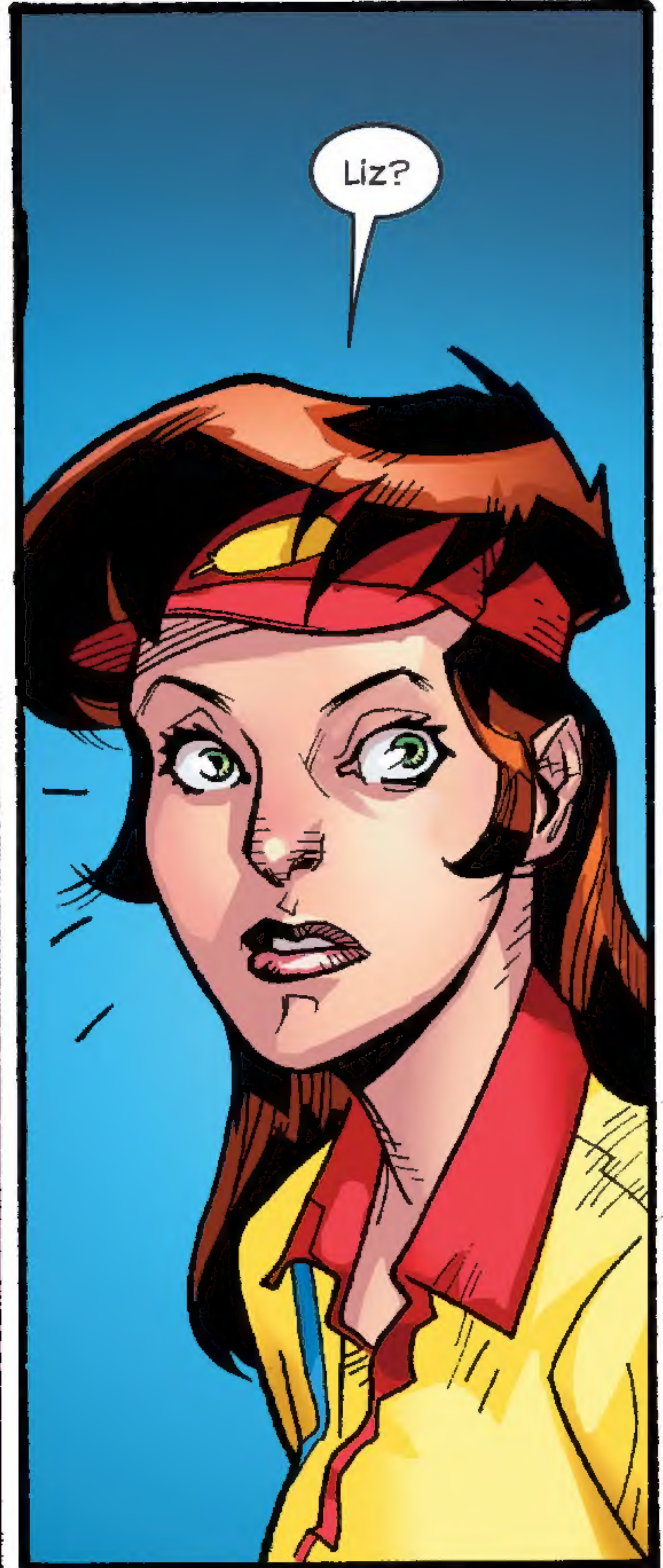
Why would *anyone* eat *this* when *that* is right over *there*.



Oh great, here we go.

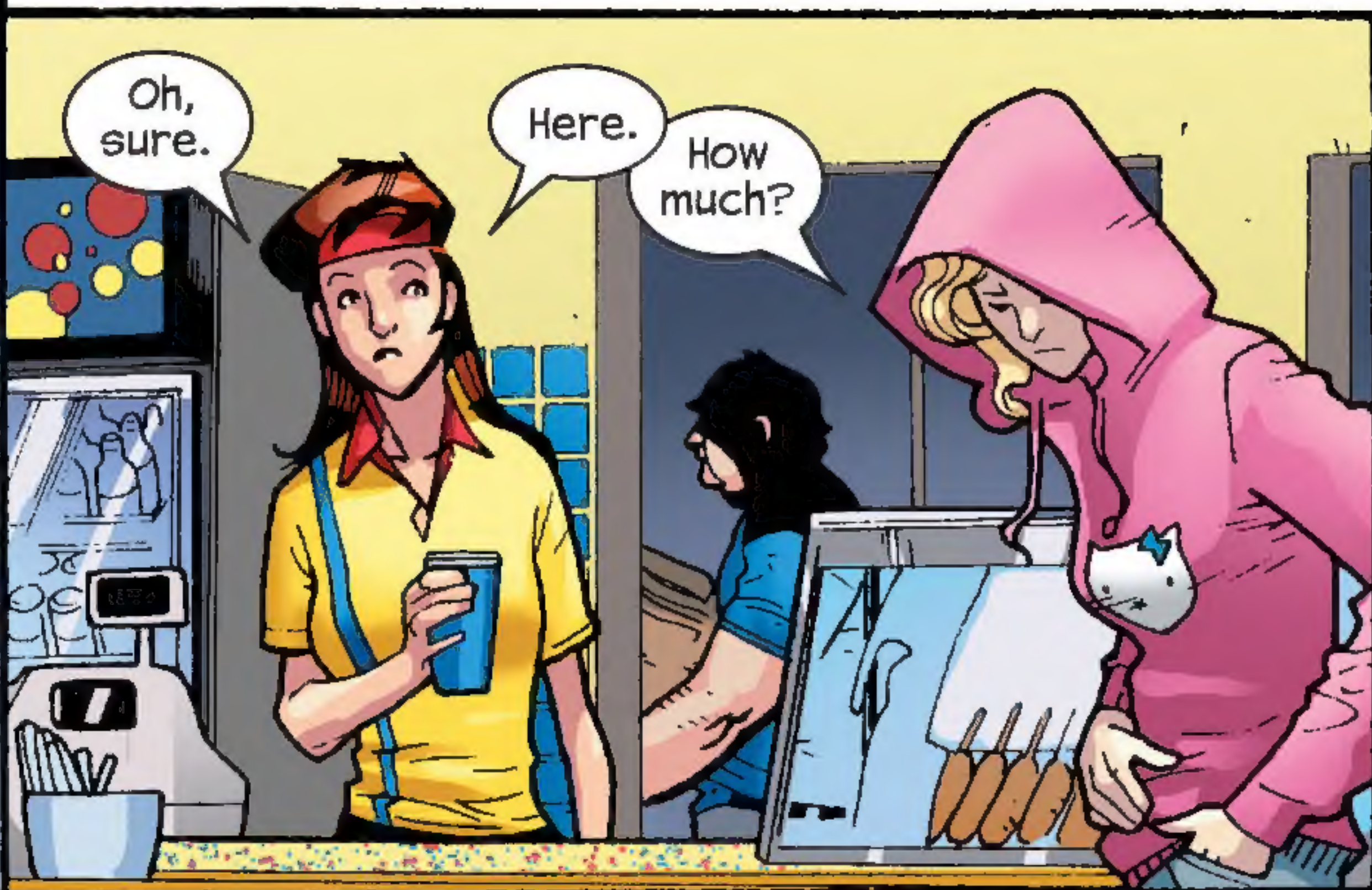
Hi, may I take your order?

Can I get a lemonade?

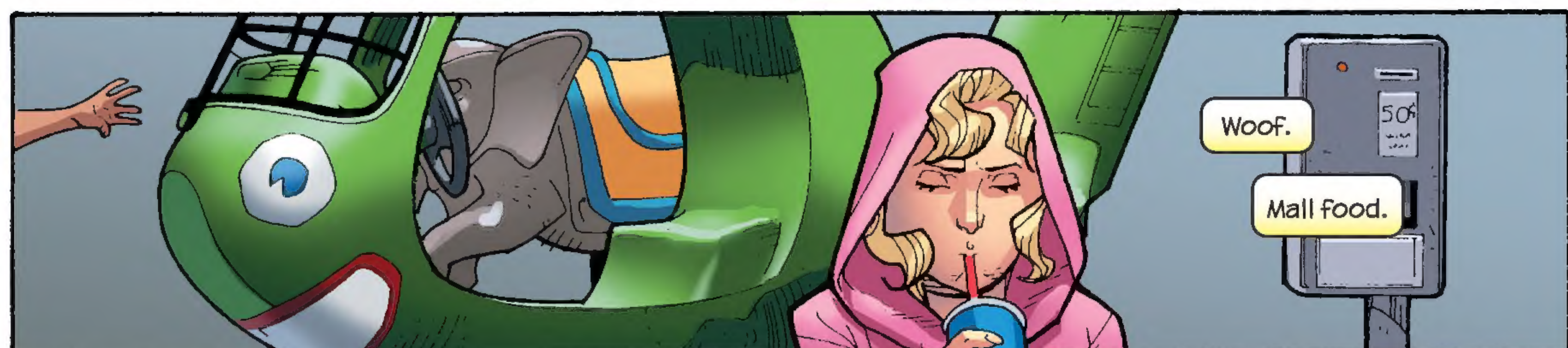
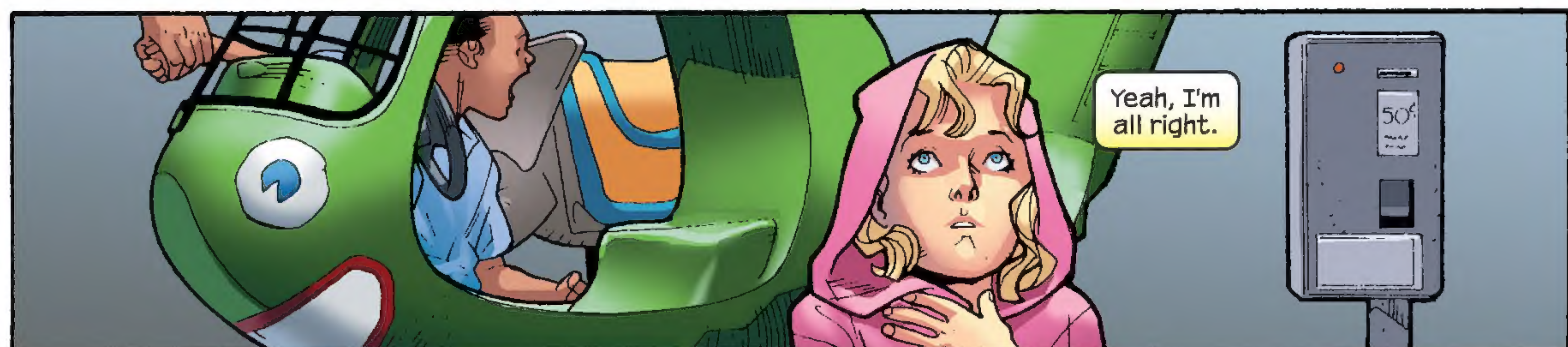
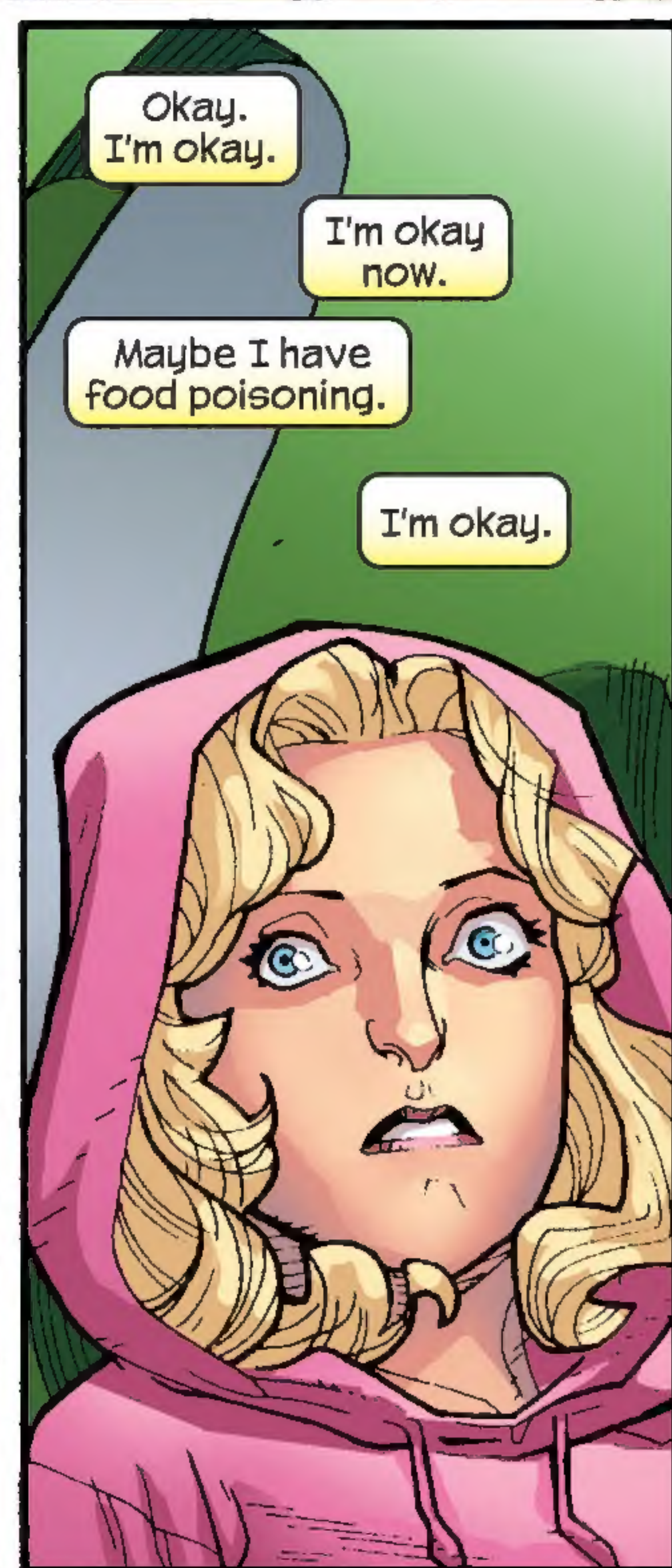
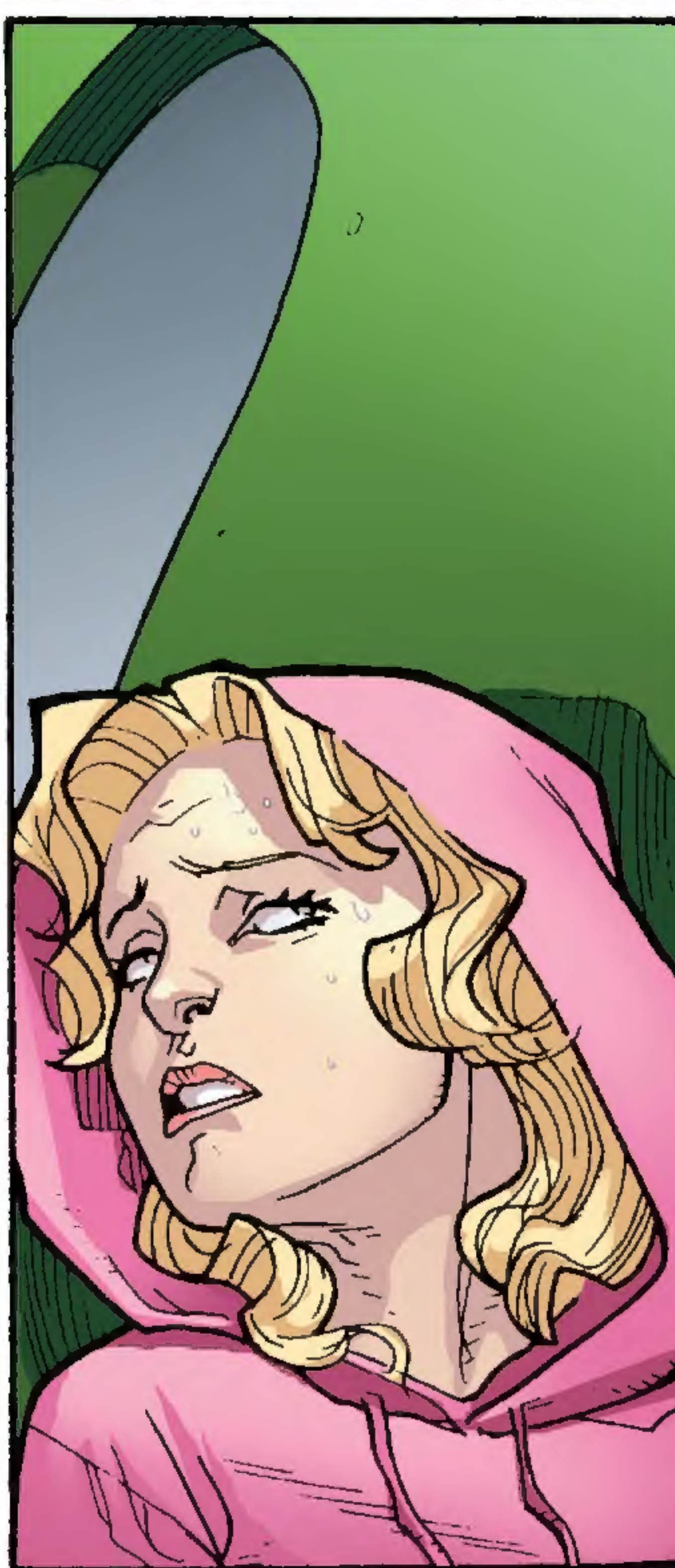


Liz?

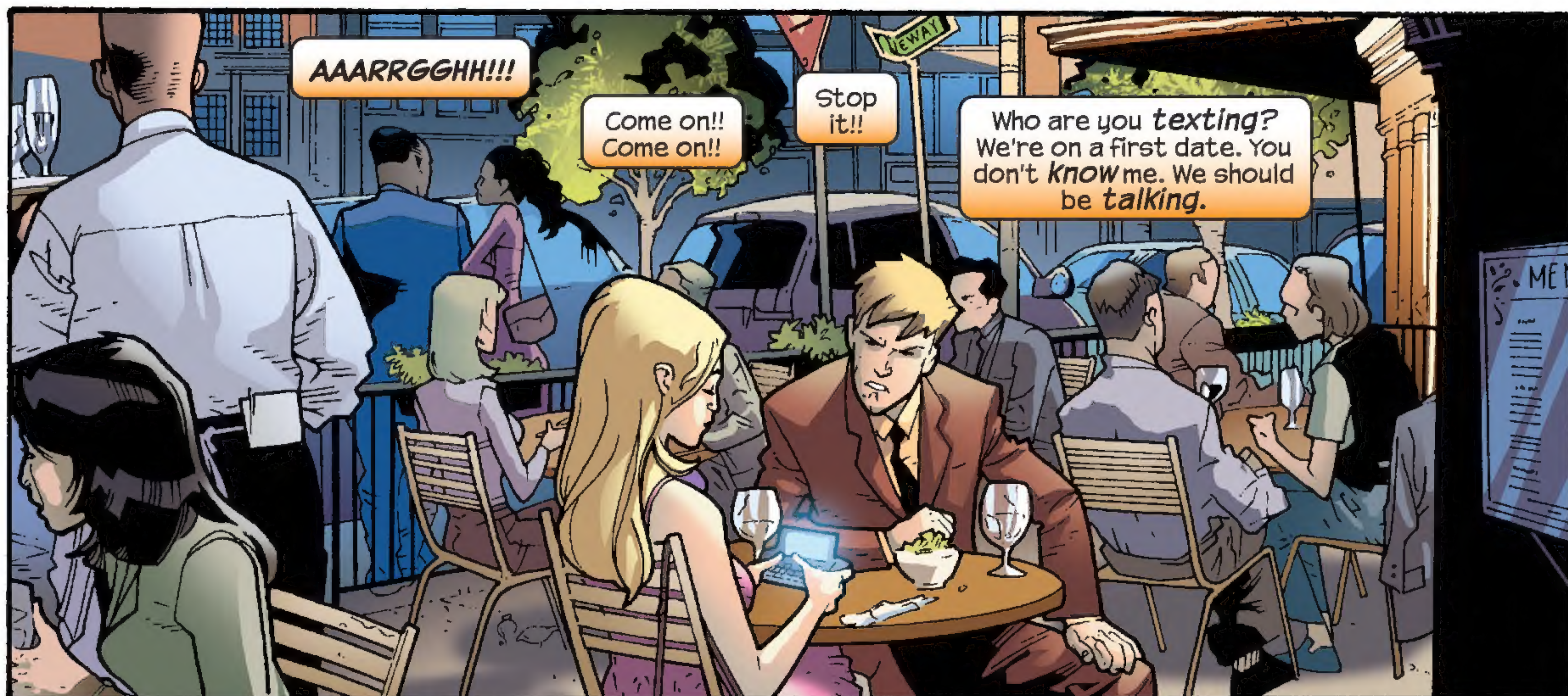












AAARRGGHH!!!

Come on!!  
Come on!!

Stop  
it!!

Who are you *texting*?  
We're on a first date. You  
don't *know* me. We should  
be *talking*.

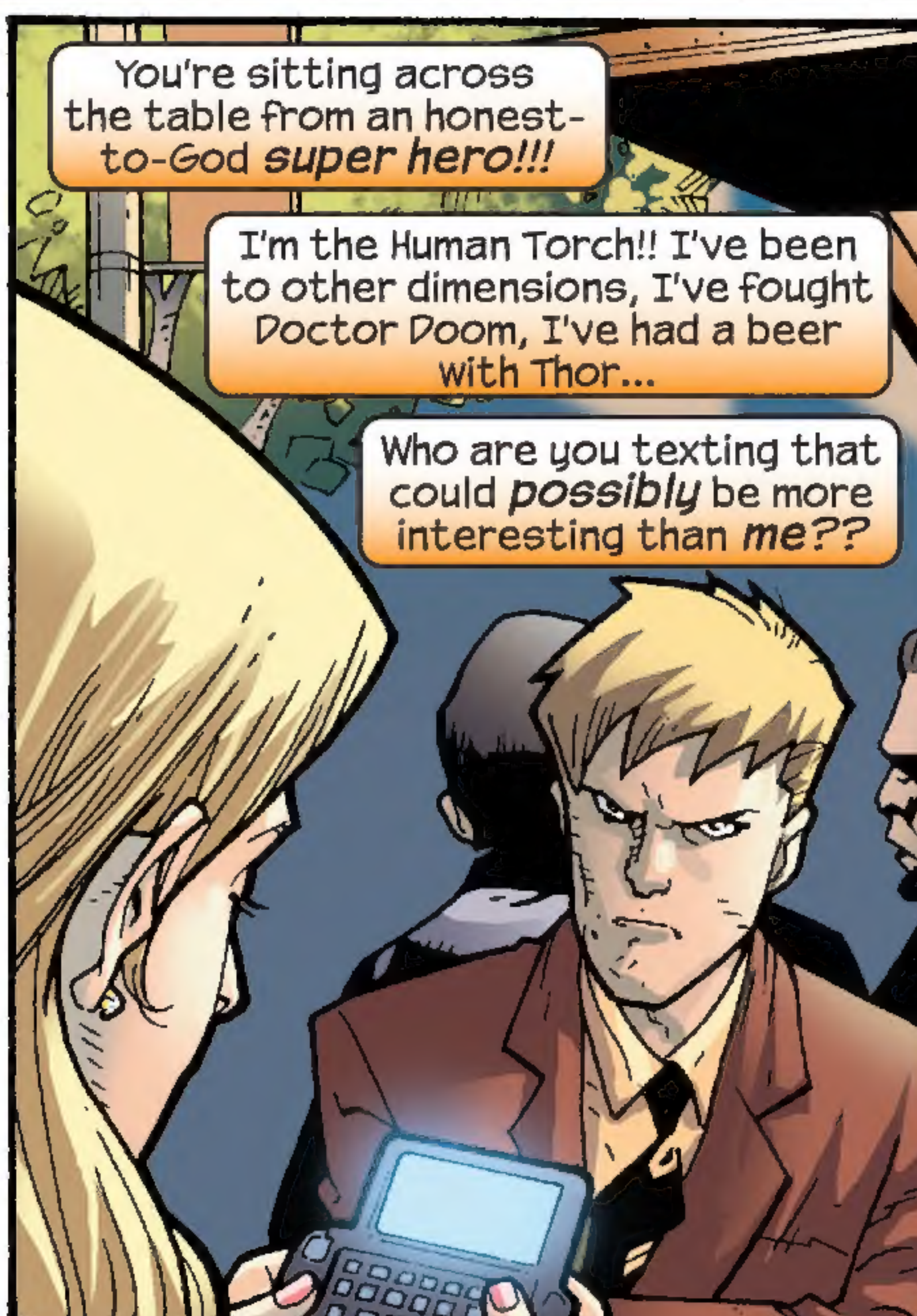


We should be  
getting to know  
each other.

But I'm getting the  
feeling there really  
is nothing about you  
to know.

This is it:  
A celeb-tard  
texting.

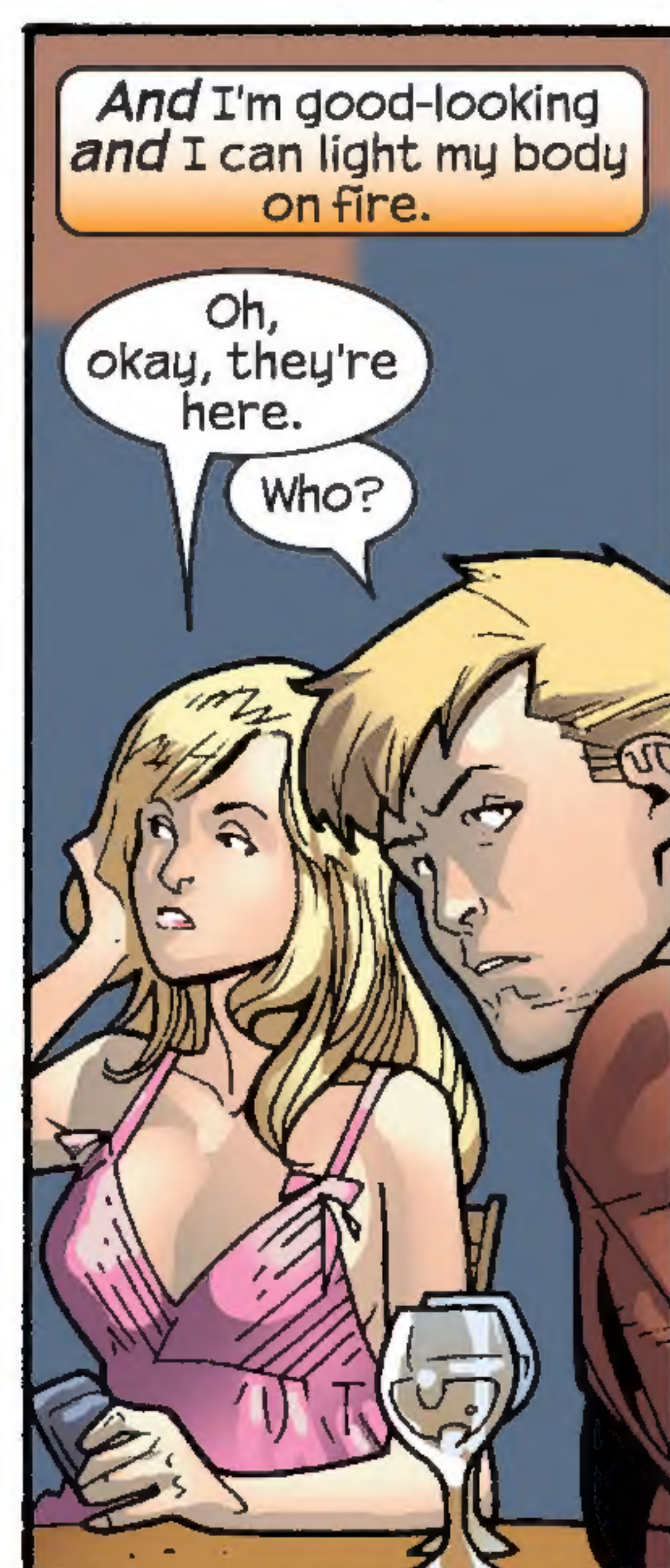
Why did you even  
ask *me out*?? Or why did  
you have your *publicist*  
ask me out??



You're sitting across  
the table from an honest-  
to-God *super hero*!!!

I'm the Human Torch!! I've been  
to other dimensions, I've fought  
Doctor Doom, I've had a beer  
with Thor...

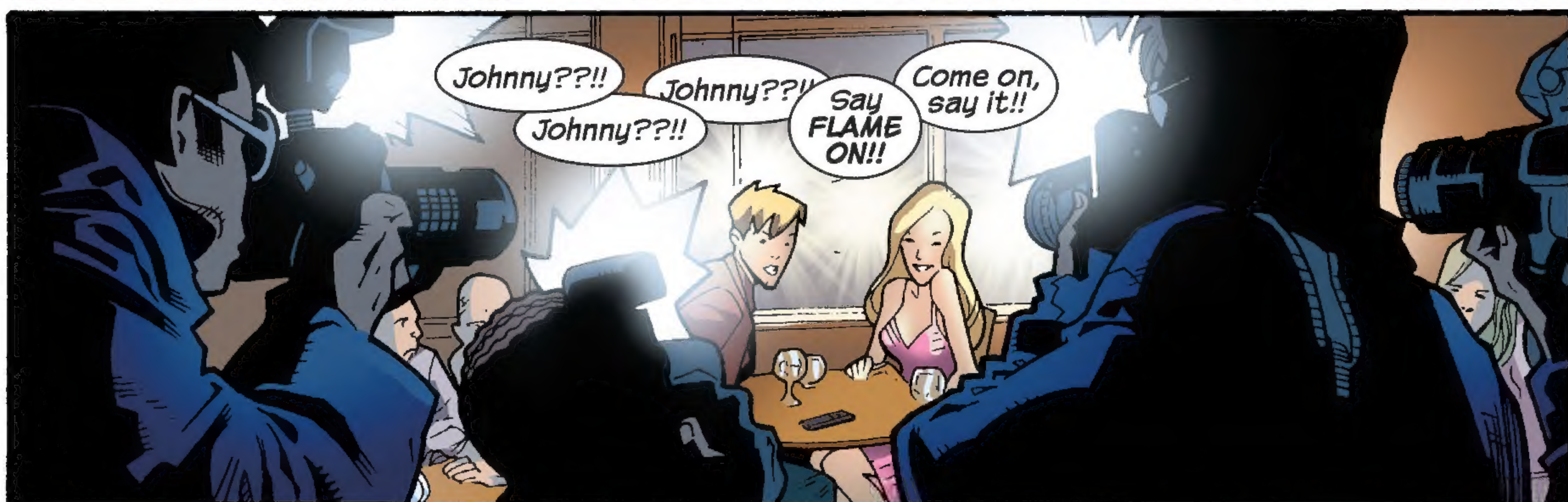
Who are you texting that  
could *possibly* be more  
interesting than *me*??



And I'm good-looking  
and I can light my body  
on fire.

Oh,  
okay, they're  
here.

Who?



Johnny??!!

Johnny??!!

Johnny??!!

Say  
FLAME  
ON!!

Come on,  
say it!!



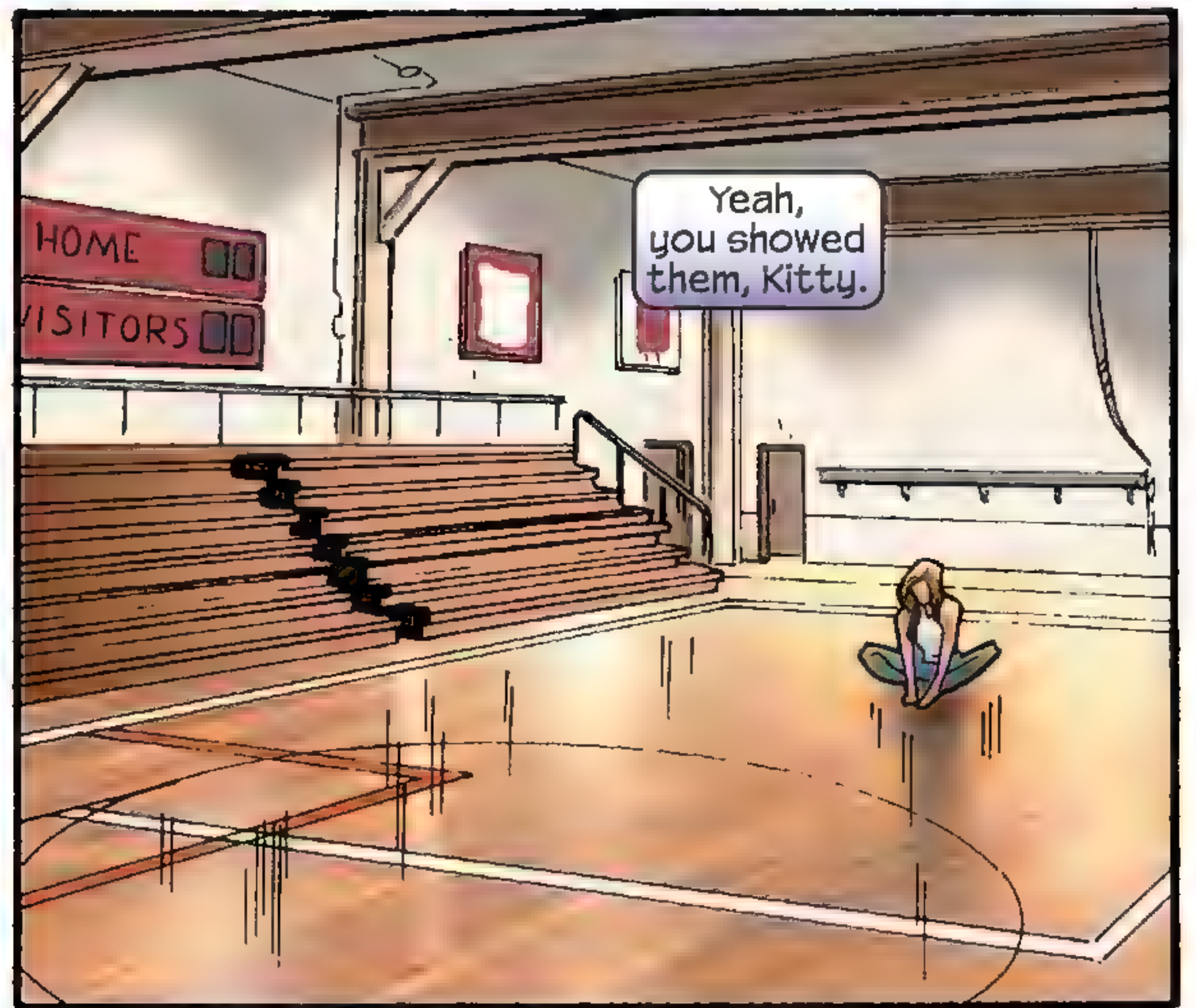
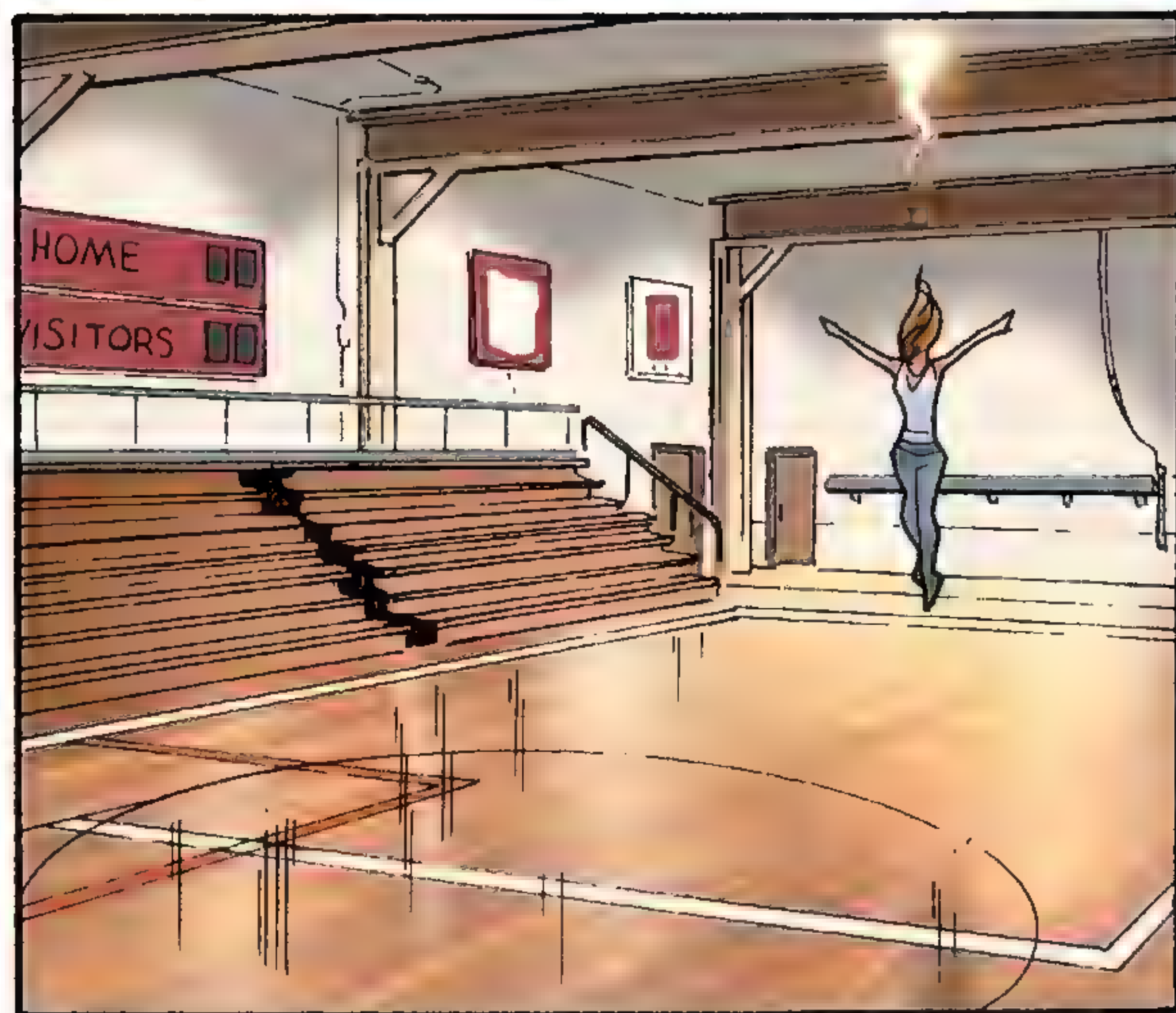
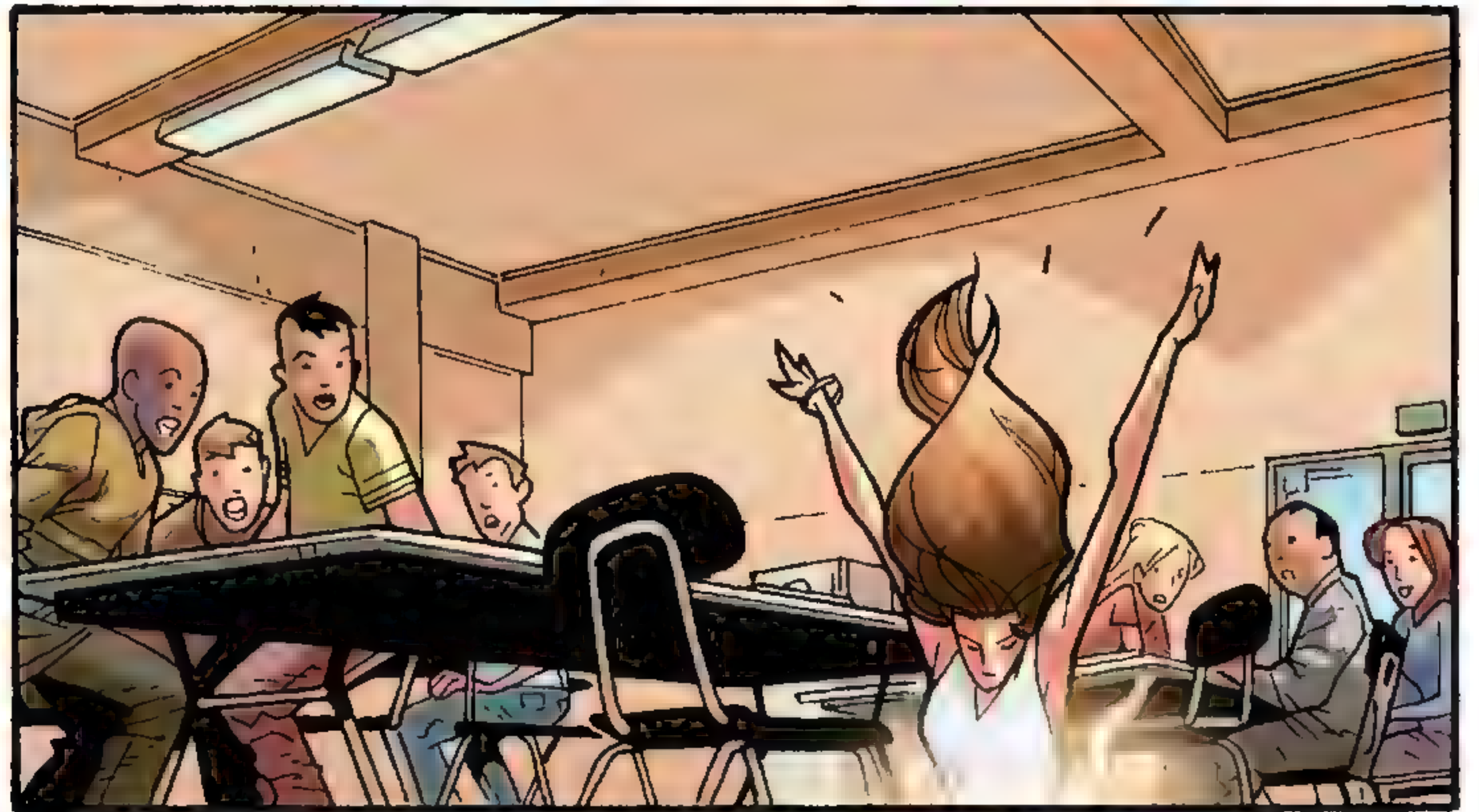
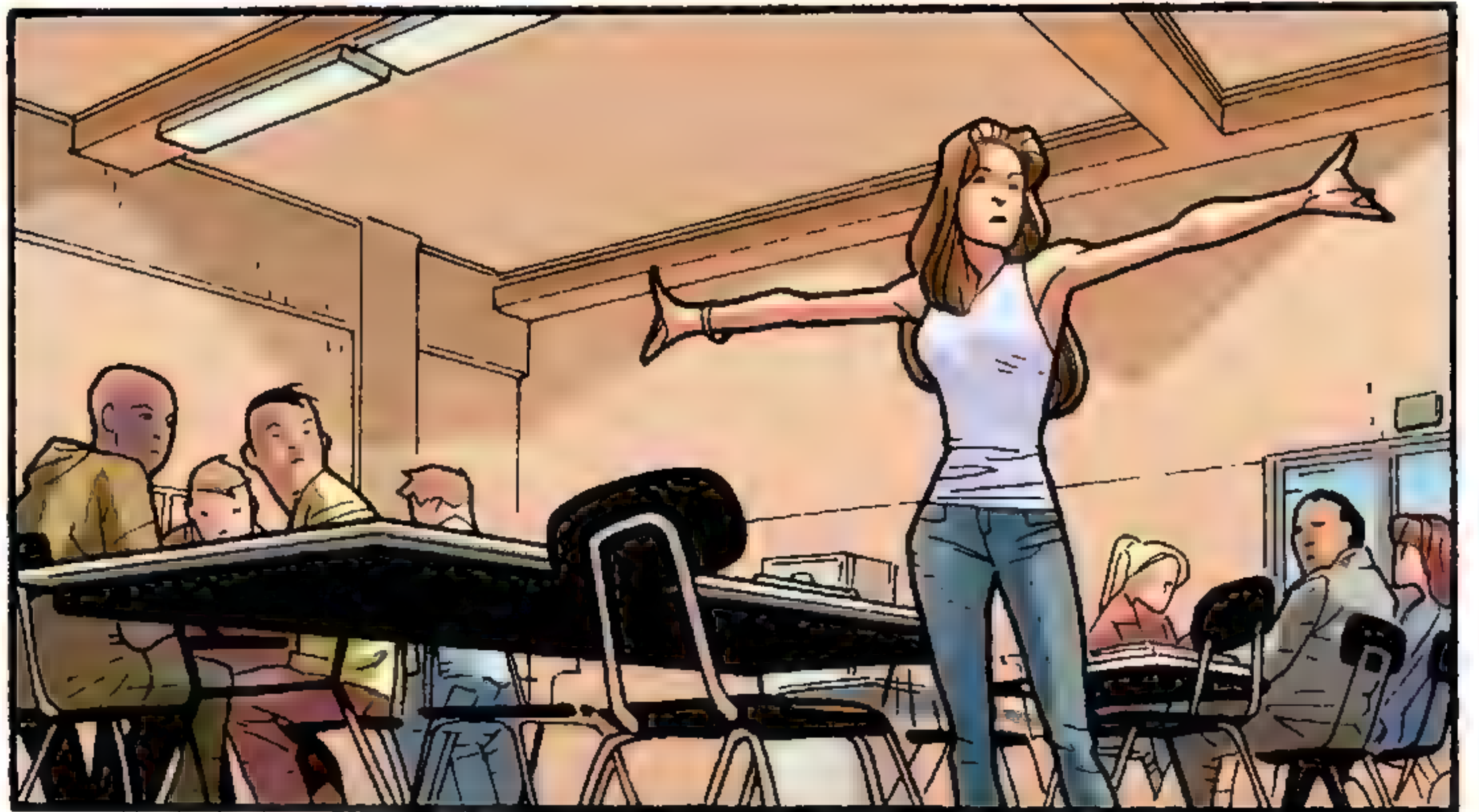
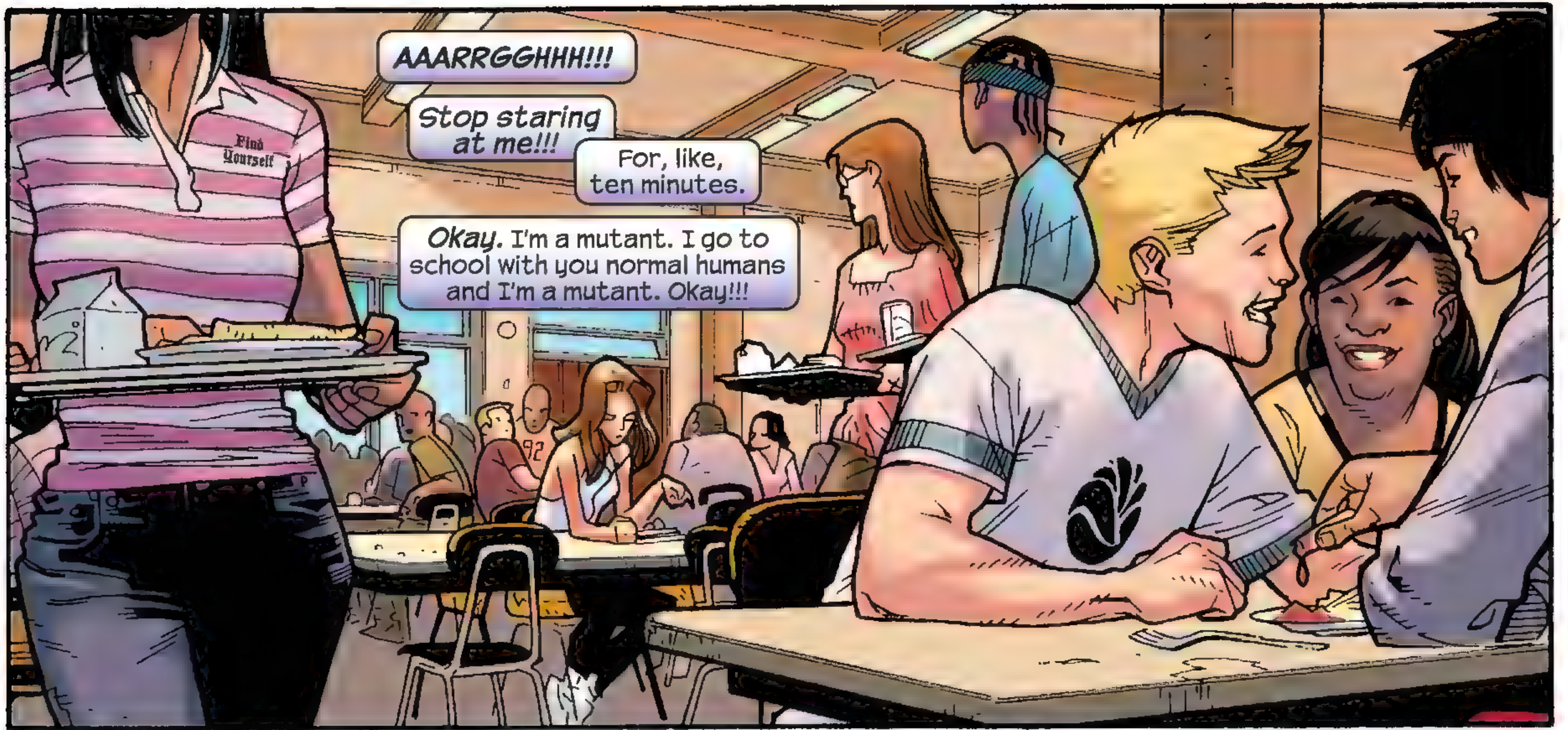
Johnny!!

Johnny!!

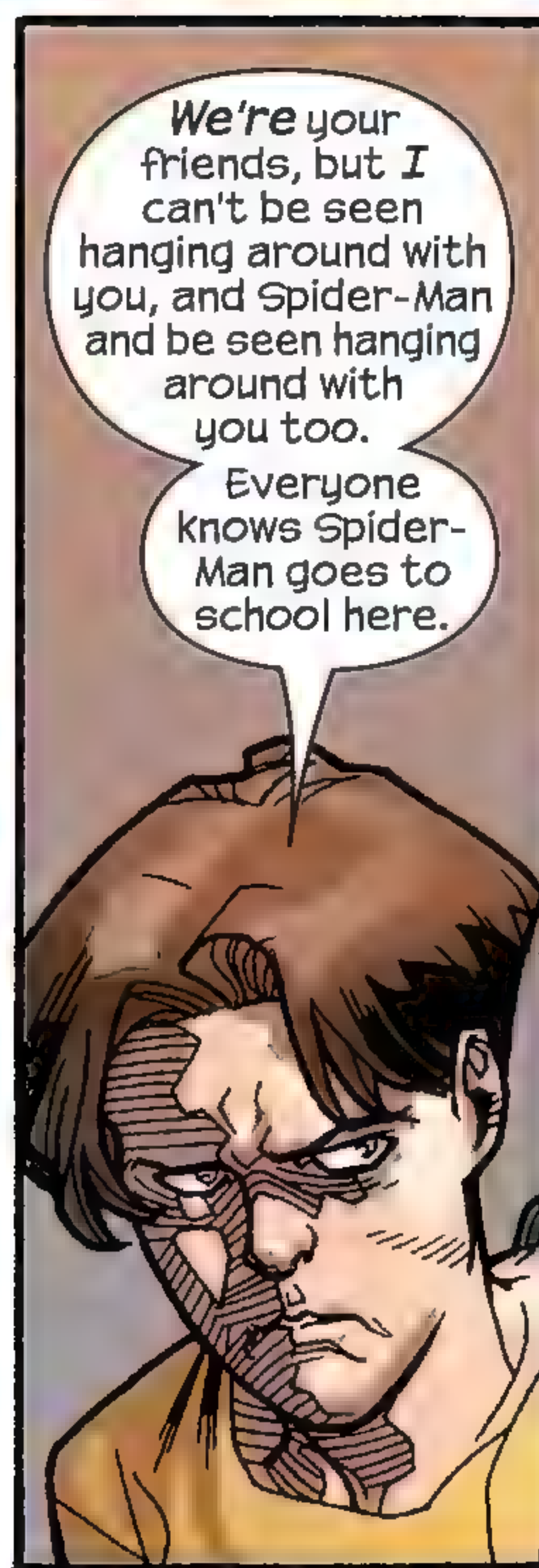
Kiss  
her!!!

Canoodle!!

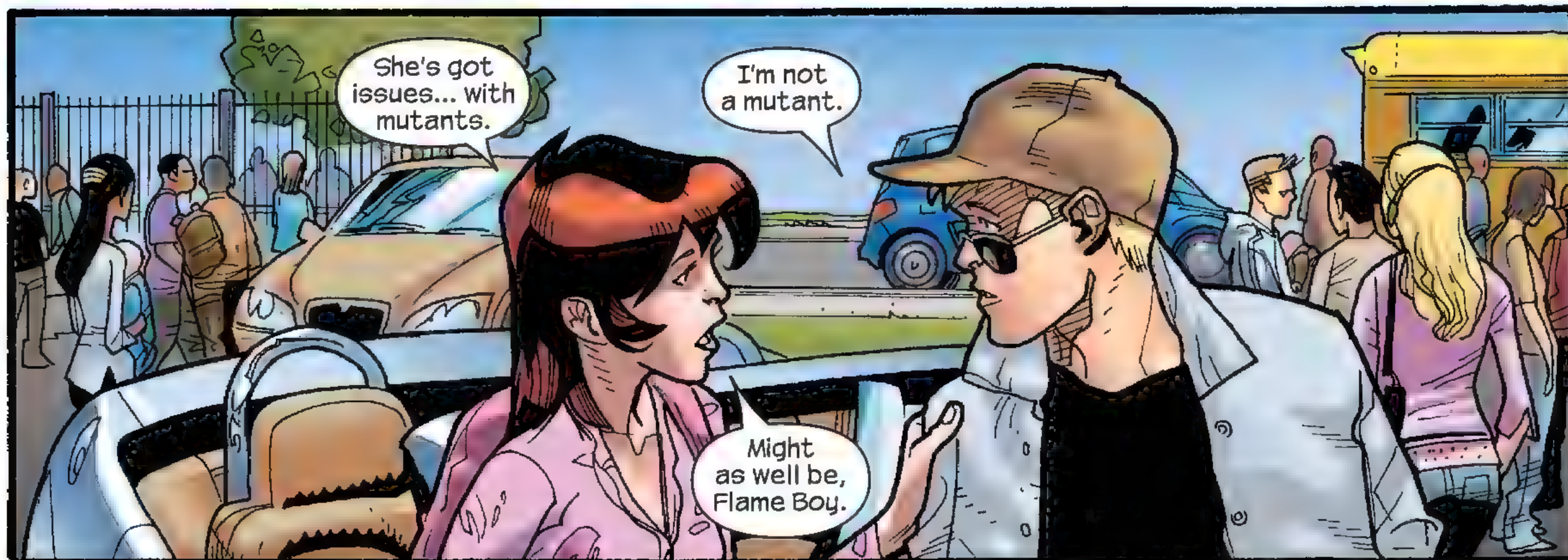




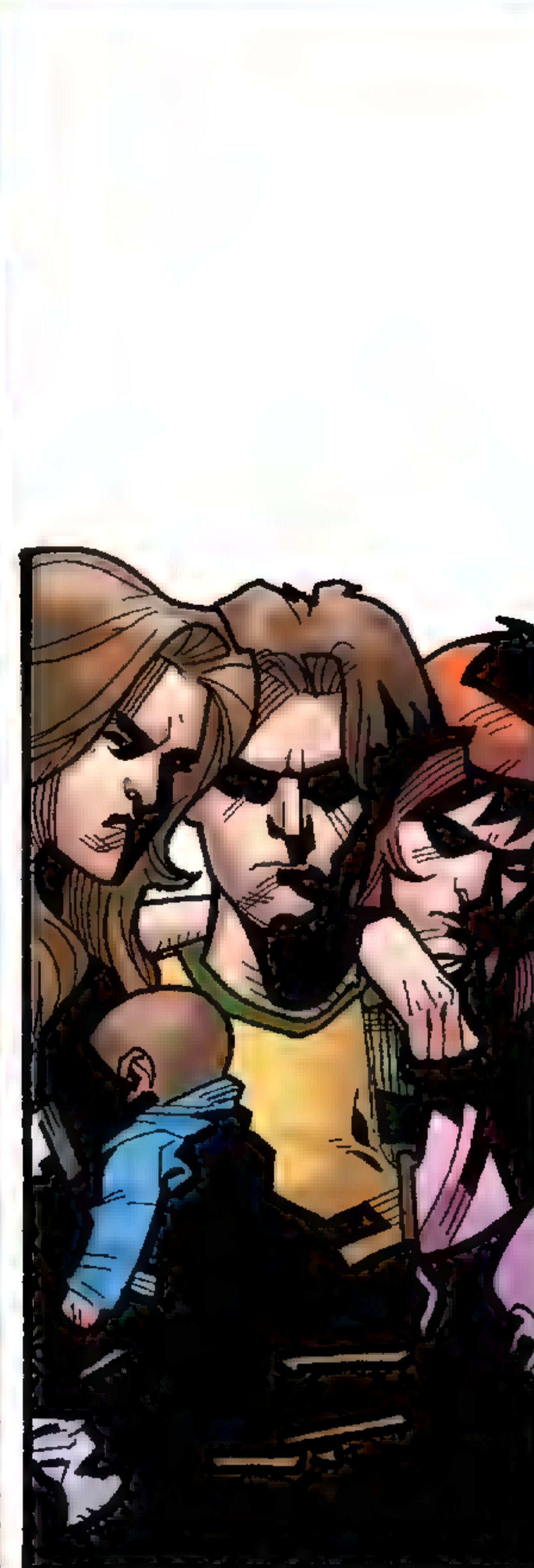
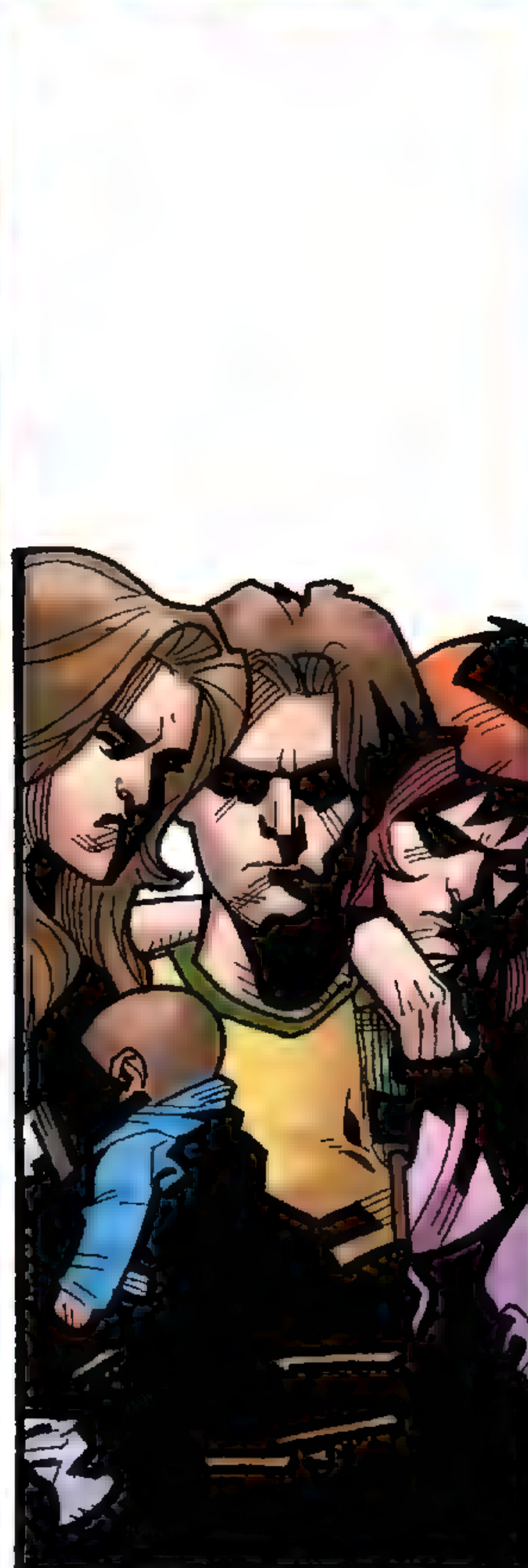
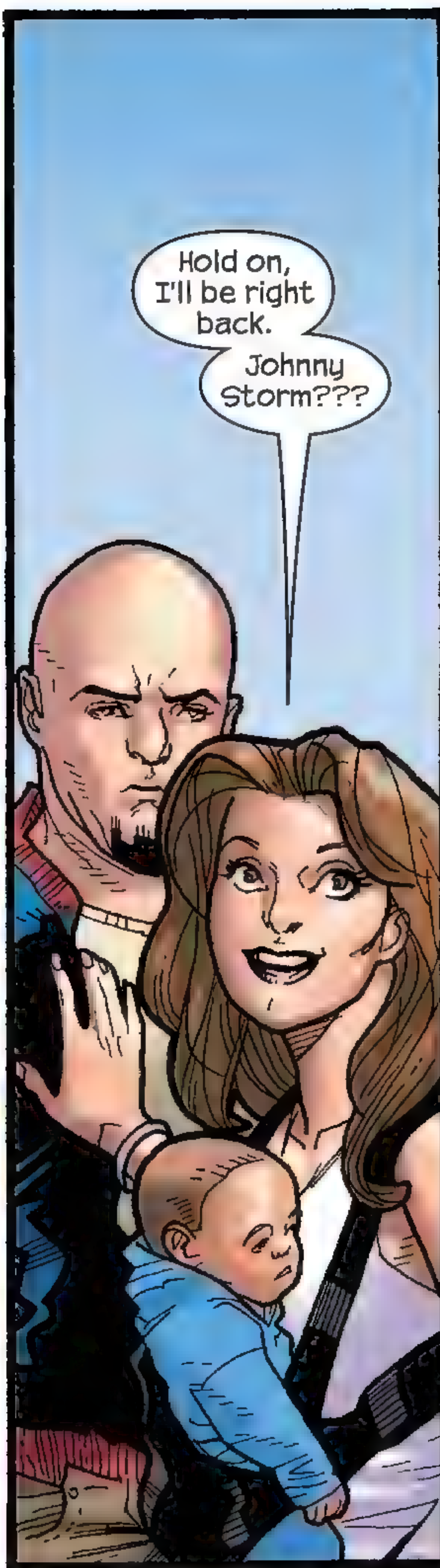
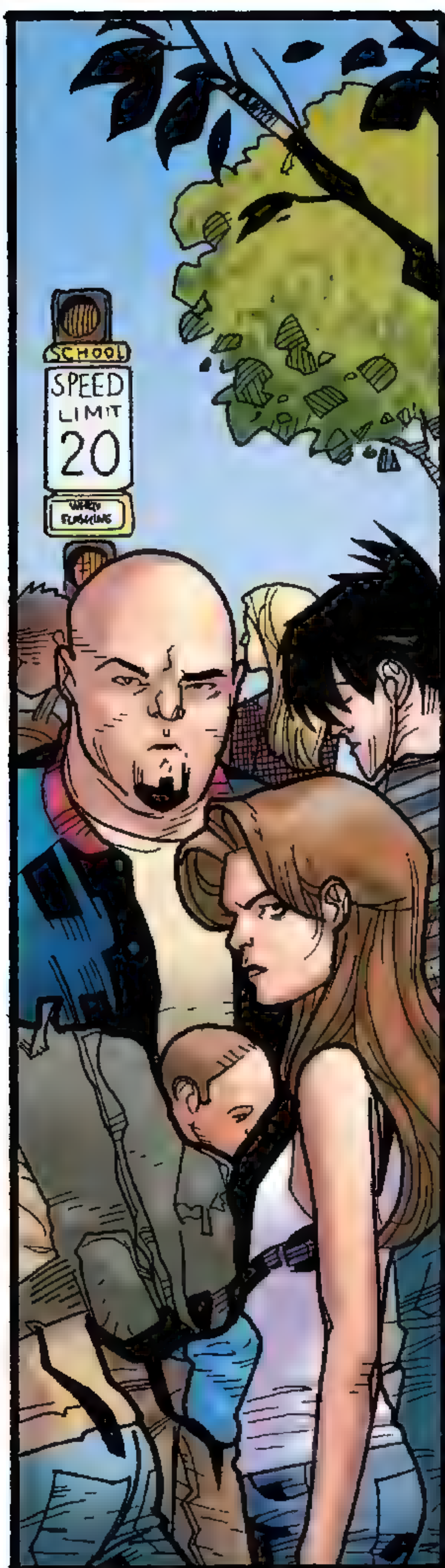




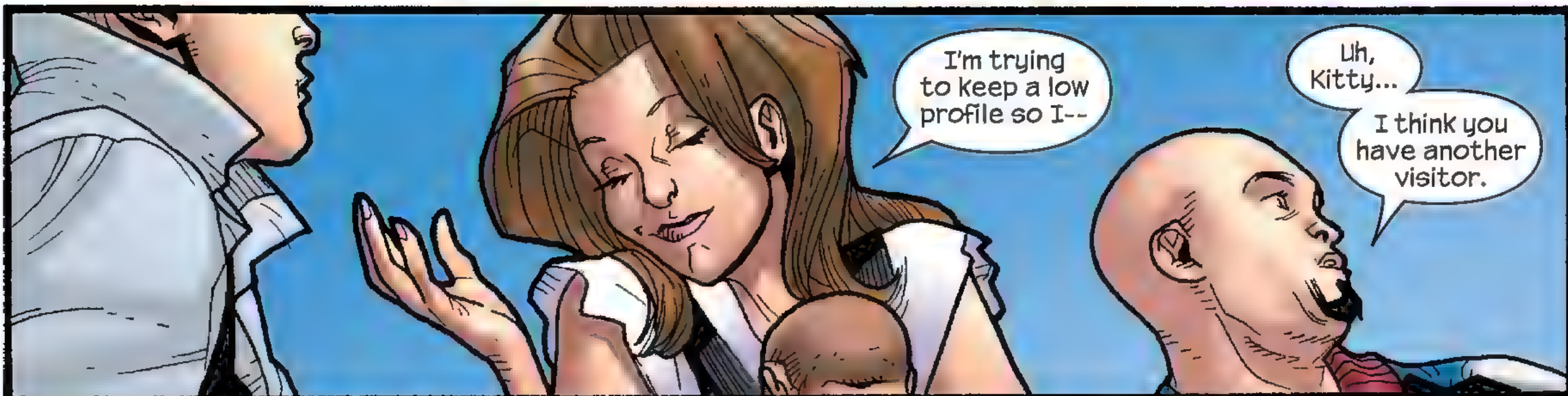
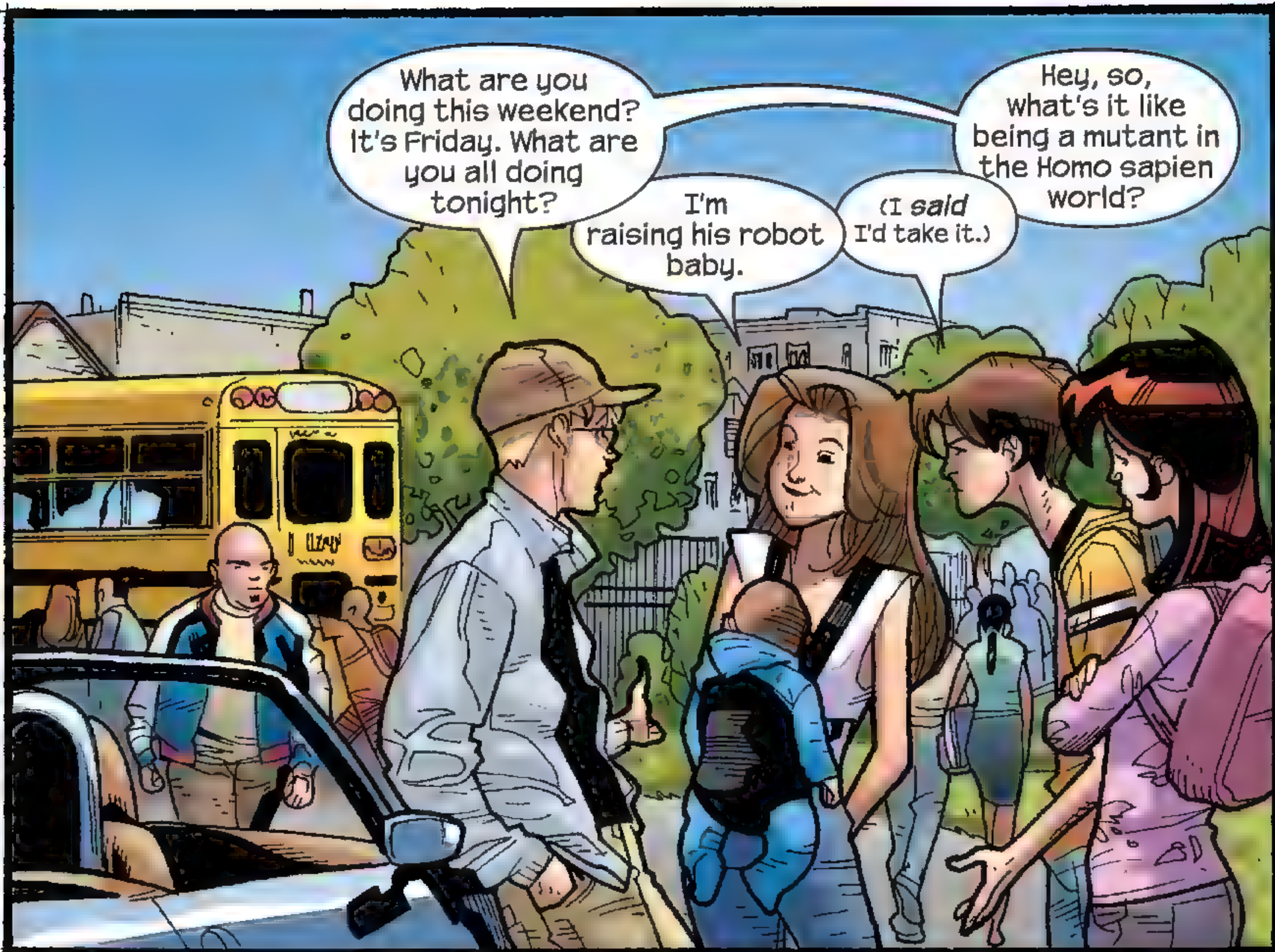
















Kitty?  
Hey, it's  
Iceman from the  
X-Men. Human  
Torch.

Oh, hey  
man...

Oh my  
God! Get *out* of  
here, Bobby.

This isn't  
happening...



What?

You do *not*  
just come around  
here and make a  
whole thing.

I  
wanted  
to--

No!!

But  
I--

NO!!!



I wanted to say I'm  
sorry for how it all  
went down before  
you left.

How did it  
all go down  
before who  
left?



This is a  
nightmare.

No one is  
looking at *you*.  
Trust me.



We used to  
hook up.

No!

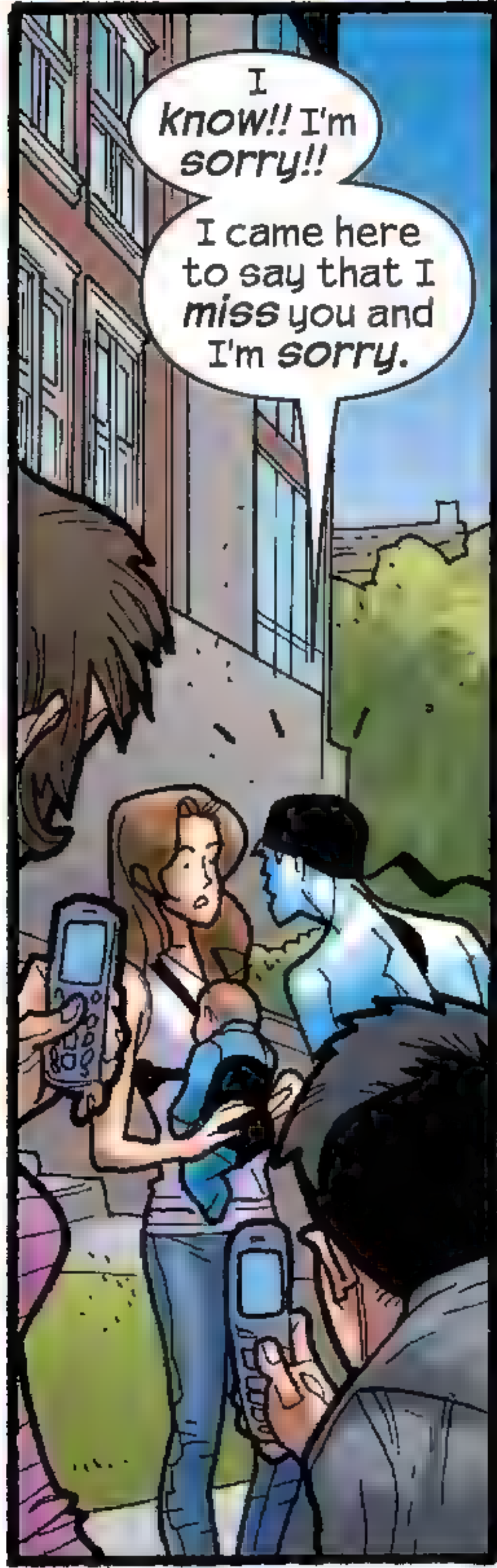
We had  
a thing.

No!

We were  
friends and  
then I started  
seeing--

You threw her  
in my face like  
the complete  
tool you are!!

I was  
your friend  
and you were  
really a jerko  
supremo!!



I  
*know!!* I'm  
*sorry!!*

I came here  
to say that I  
*miss* you and  
I'm *sorry*.



You *miss*  
me??

We were  
friends, you're  
gone, I miss you. I'd  
like to hang with  
you sometimes.

This  
was *really*  
uncool.

I called  
you, you didn't  
call back.

Which,  
in our society,  
means *what*?





Fine, I'll go.

Everyone at the school misses you.

I thought you'd like to know that.



Hey, aren't you really--

You don't know me.

No, you're--

Dude--

Oh. Sorry.

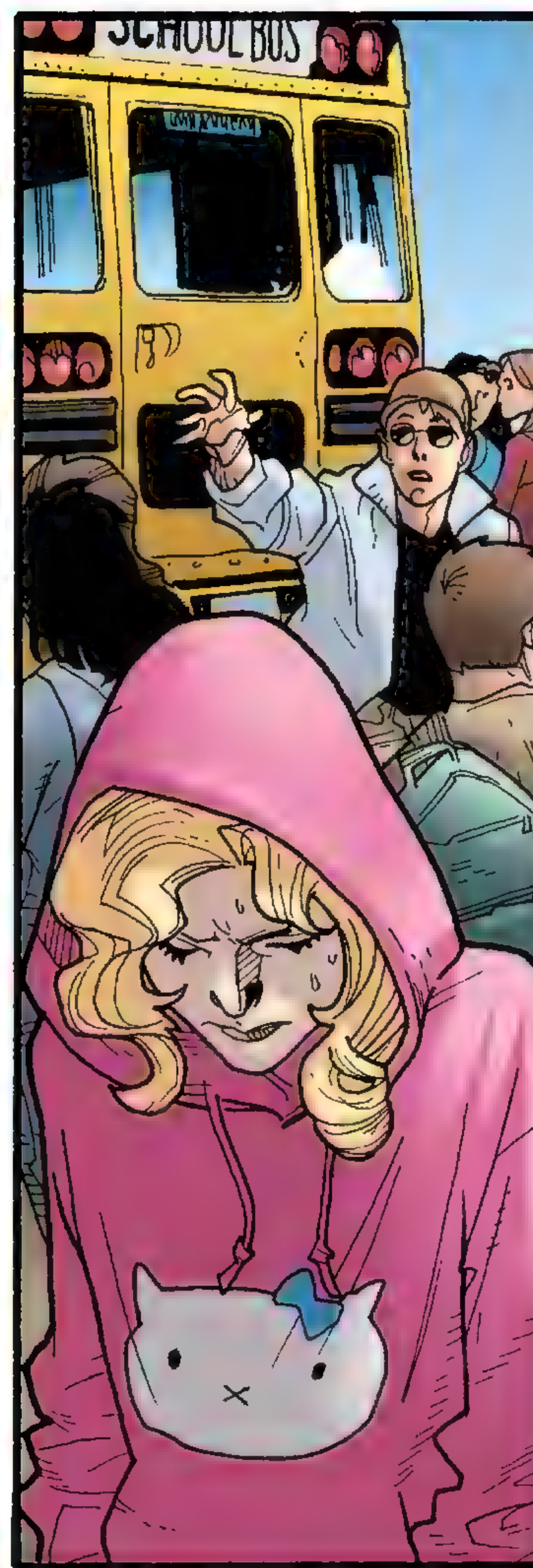


Do I know you?

Man, this is a crazy school.

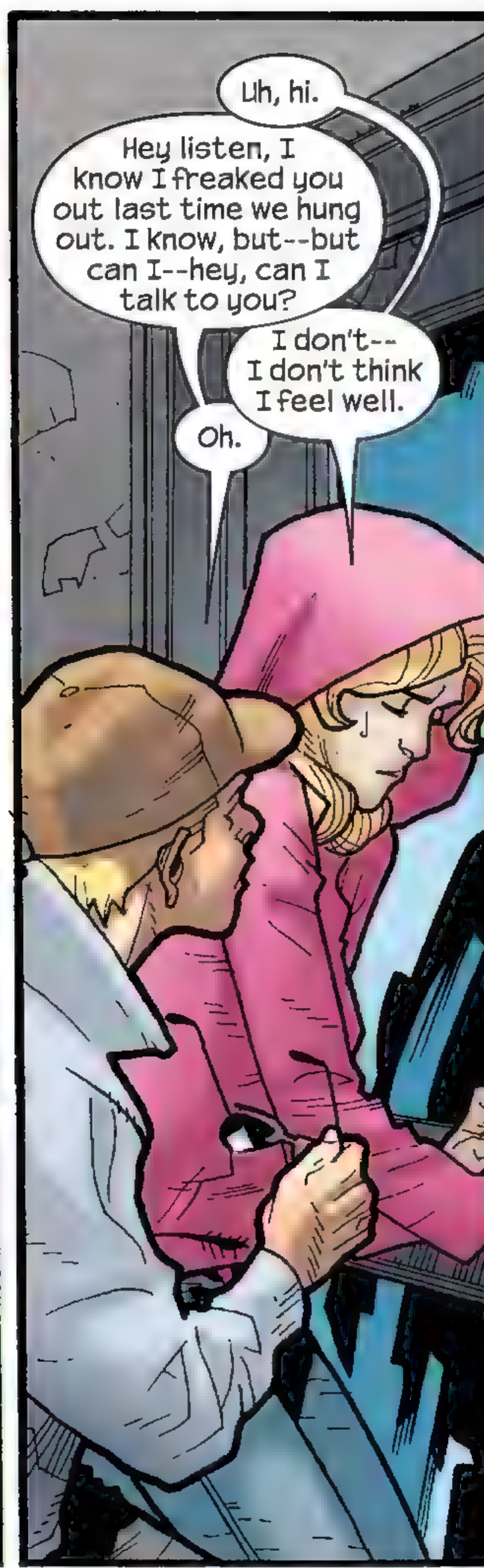
Oh, Hey!

Hey!!



Hey, Liz? Liz??

It's me! Johnny!

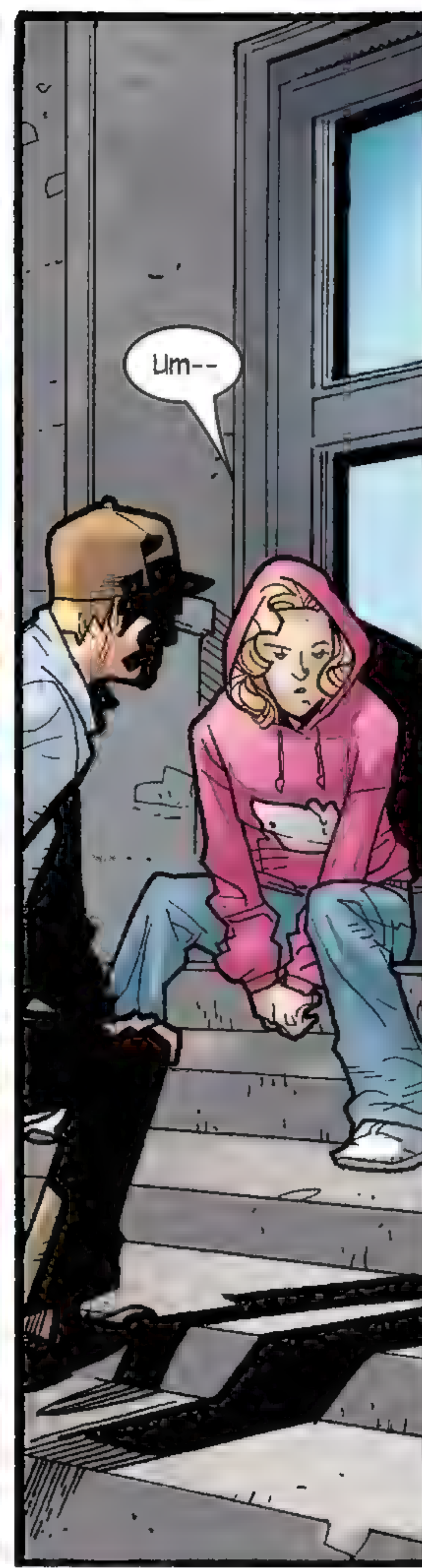


Uh, hi.

Hey listen, I know I freaked you out last time we hung out. I know, but--but can I--hey, can I talk to you?

I don't-- I don't think I feel well.

Oh.



Um--



What's going on?



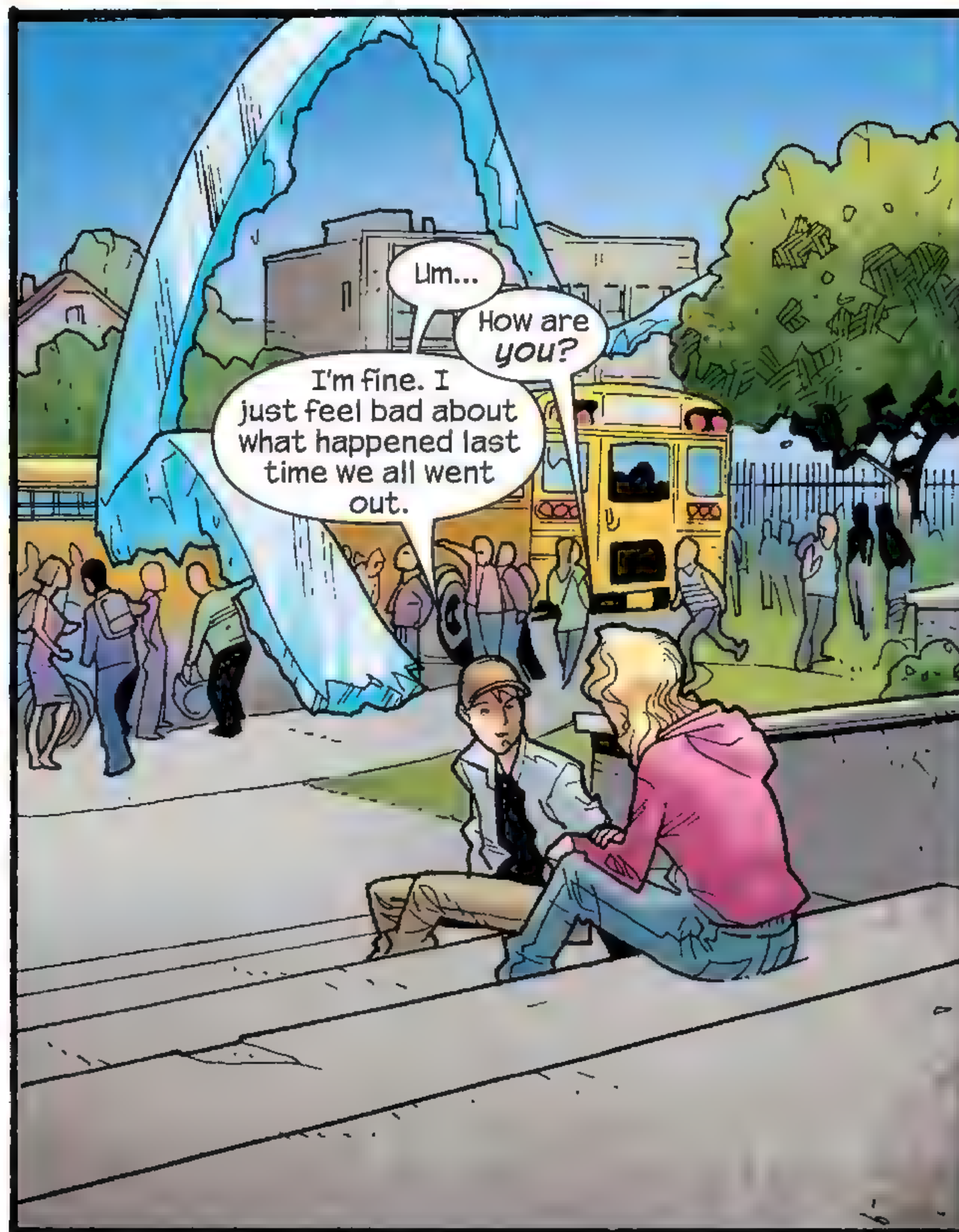
I don't know.

I'm-- I'm okay now.

Oh.

Woof.

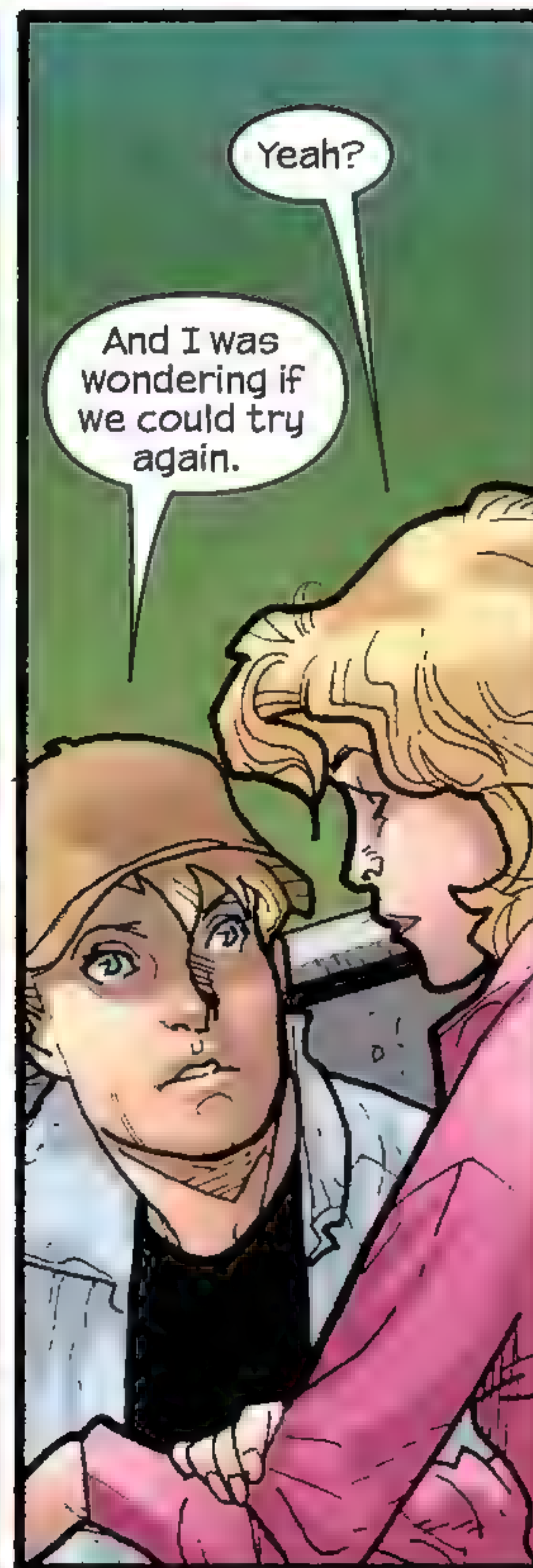
Okay. Yeah, I'm okay.



Um...

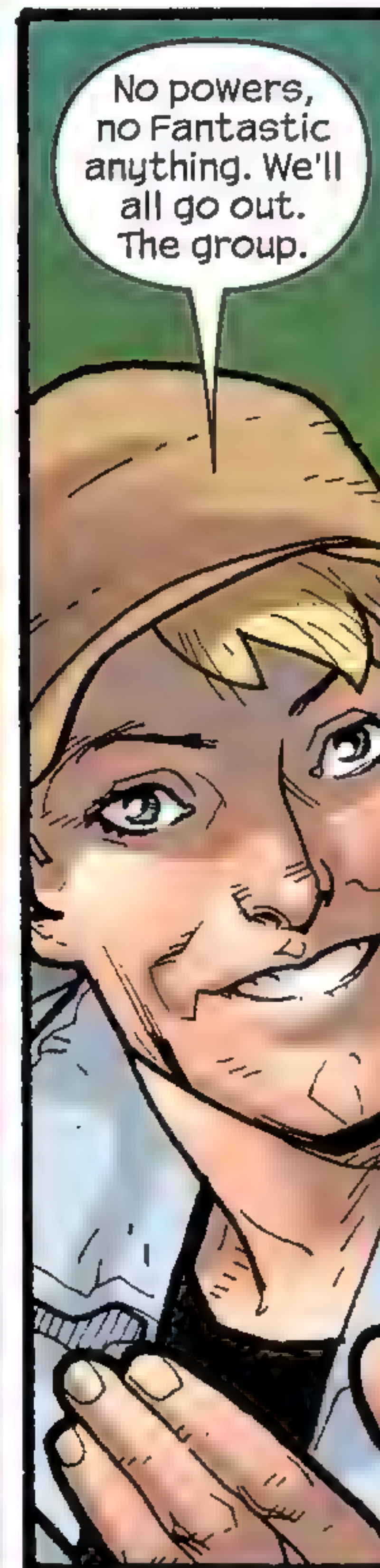
How are you?

I'm fine. I just feel bad about what happened last time we all went out.

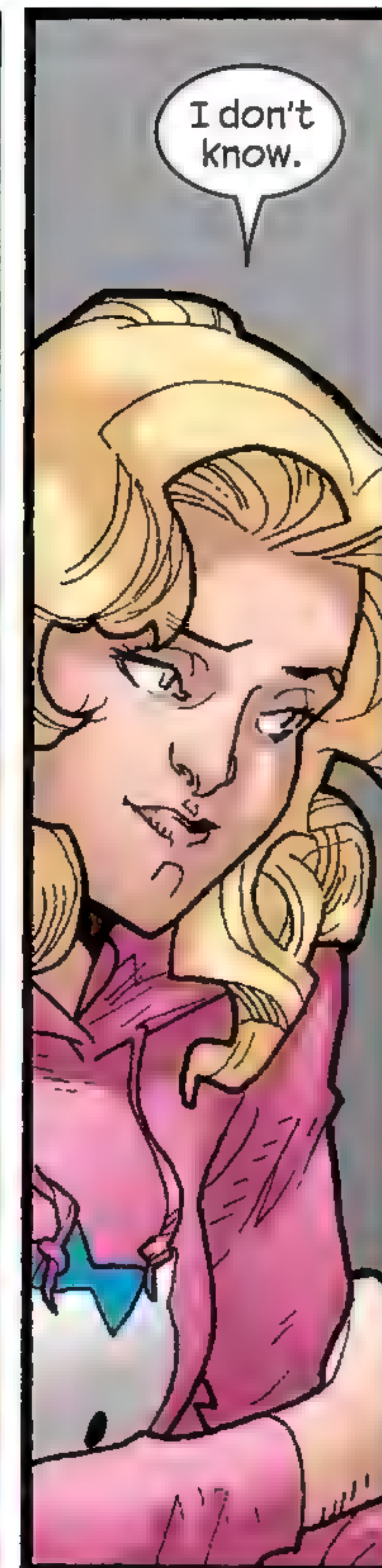


Yeah?

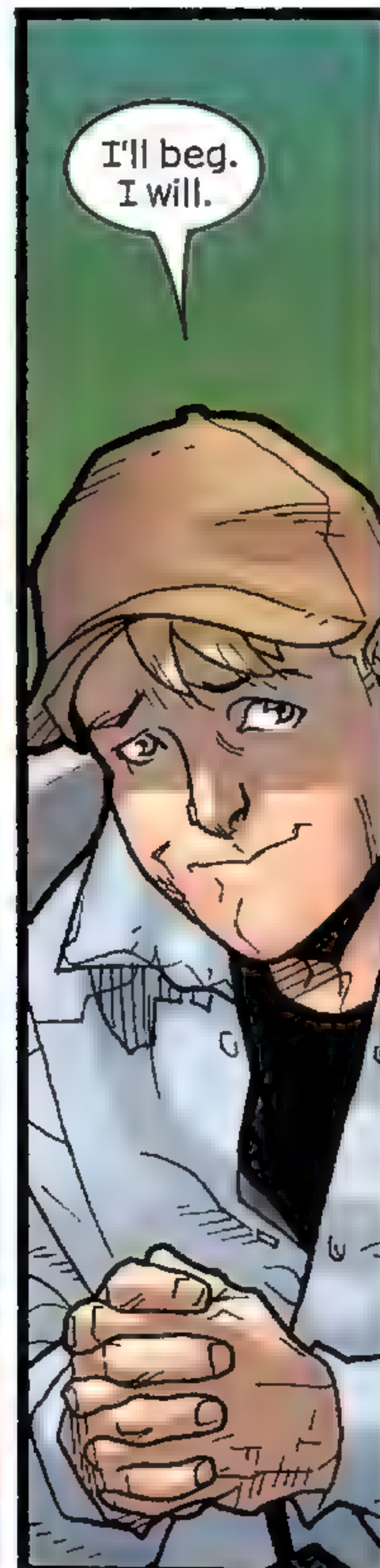
And I was wondering if we could try again.



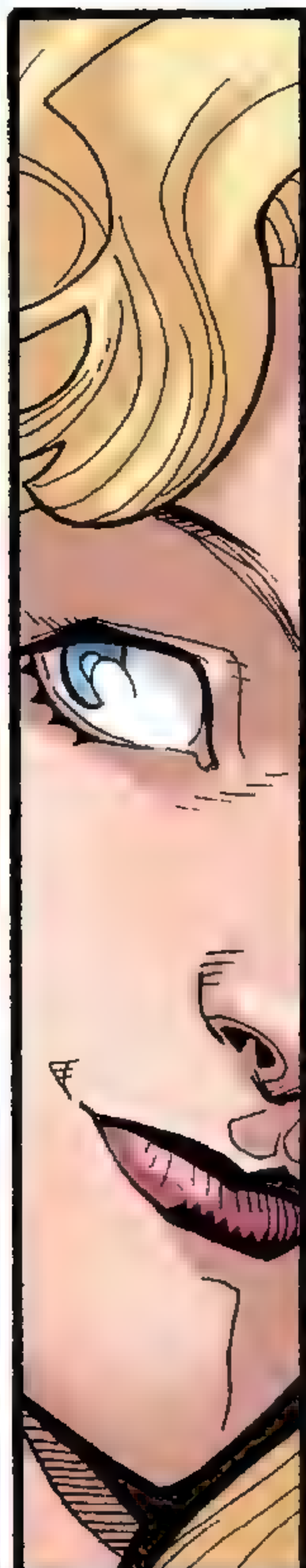
No powers, no Fantastic anything. We'll all go out. The group.



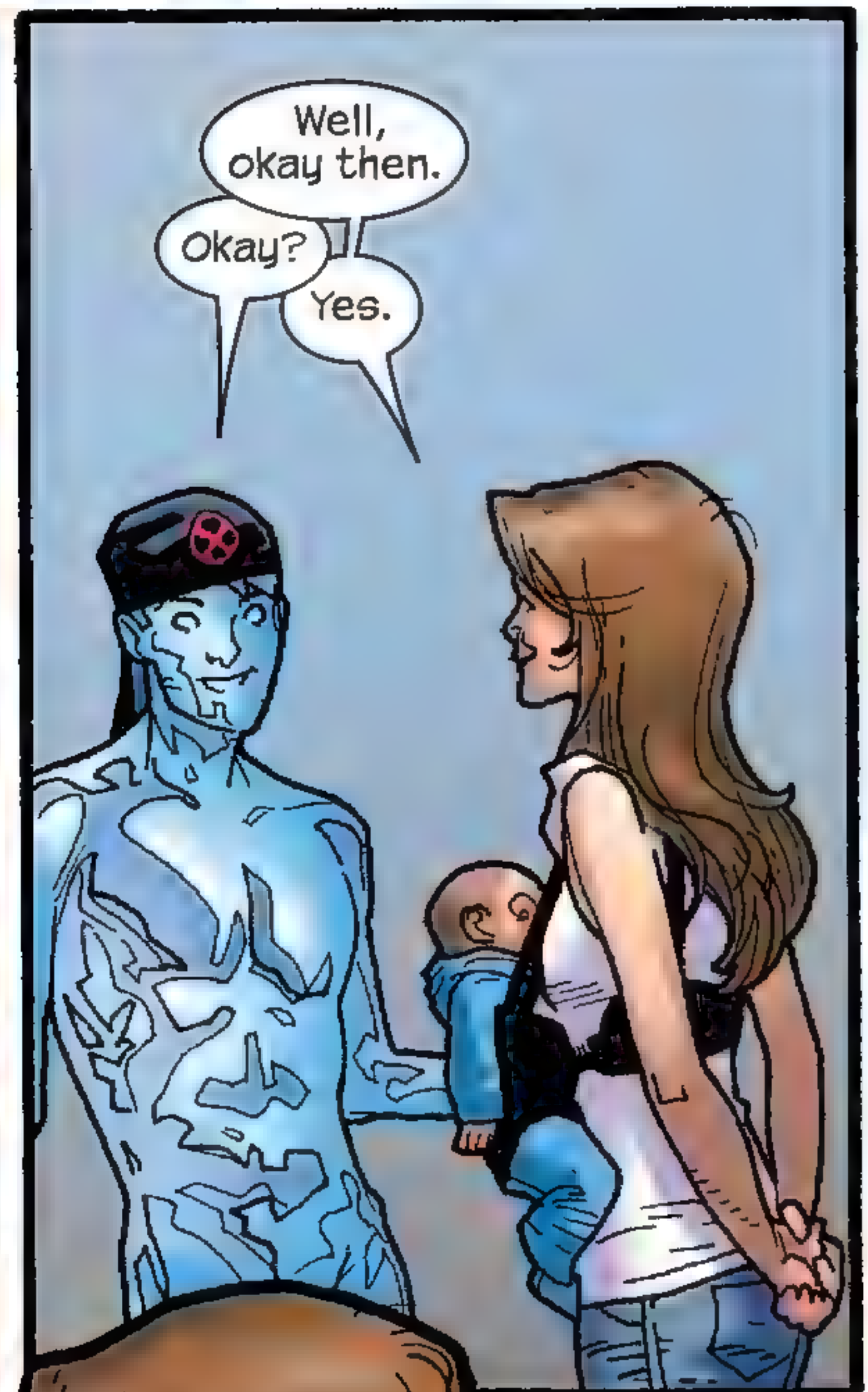
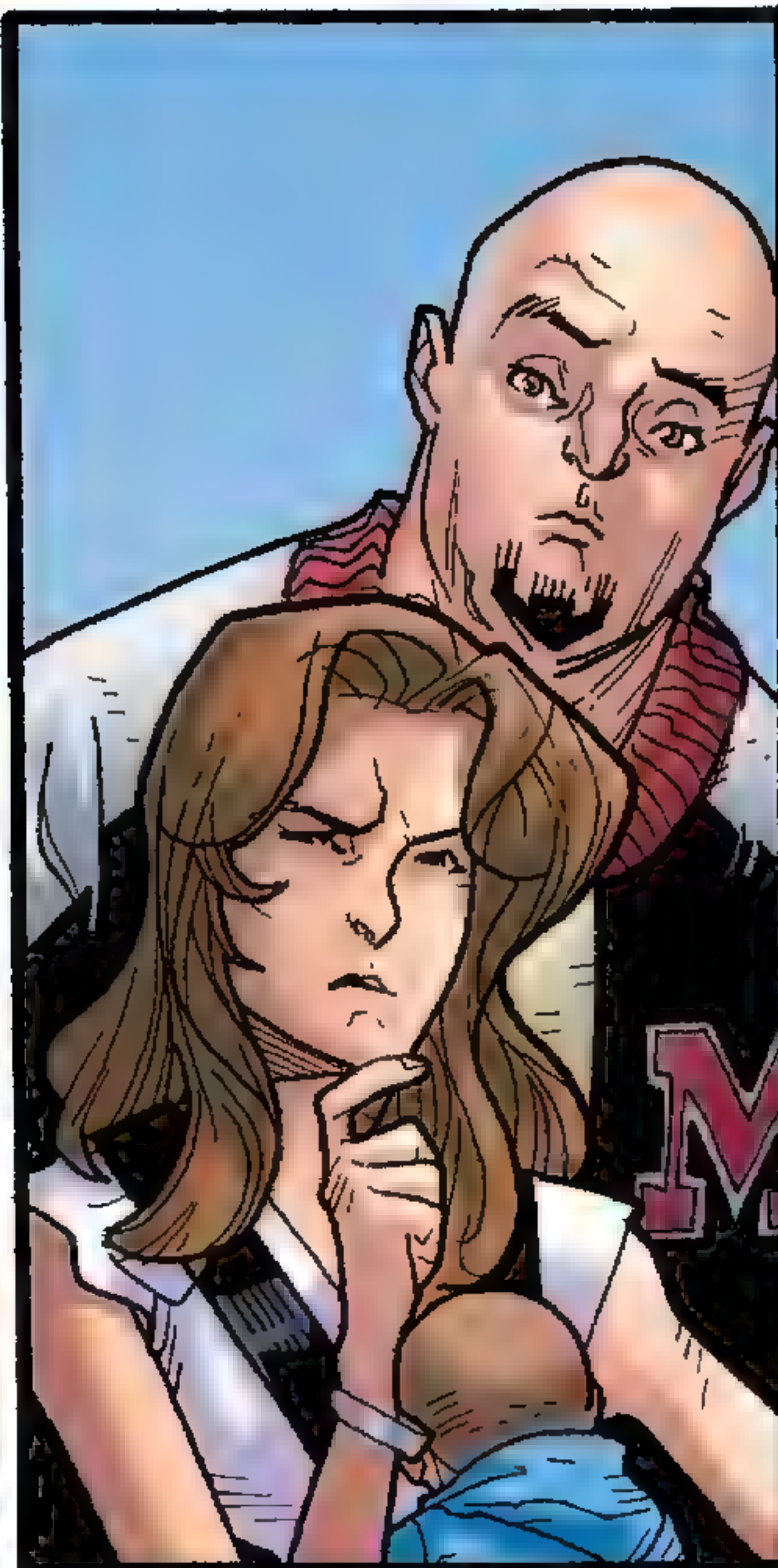
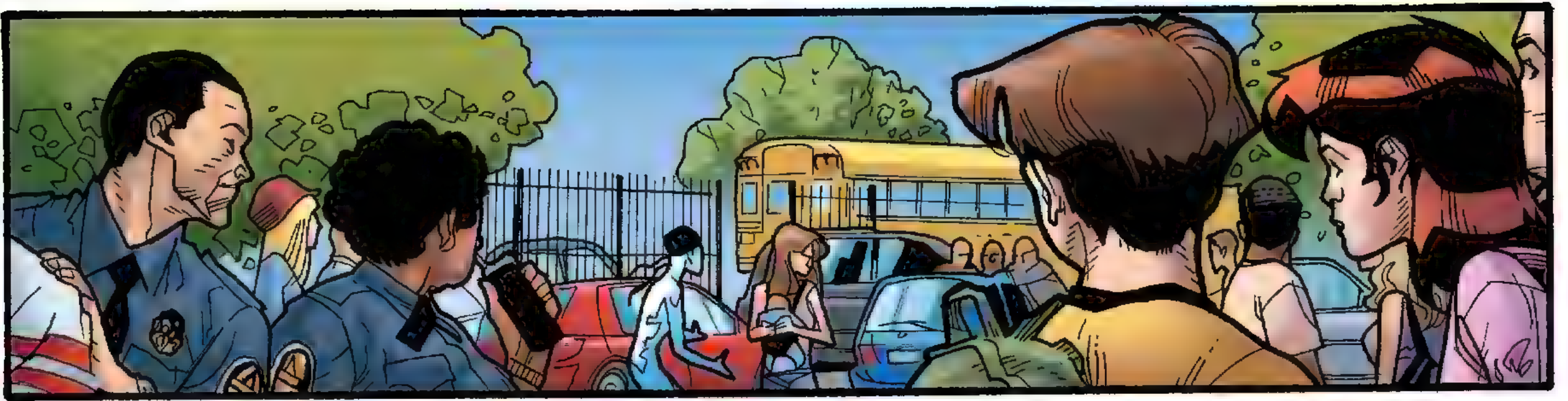
I don't know.



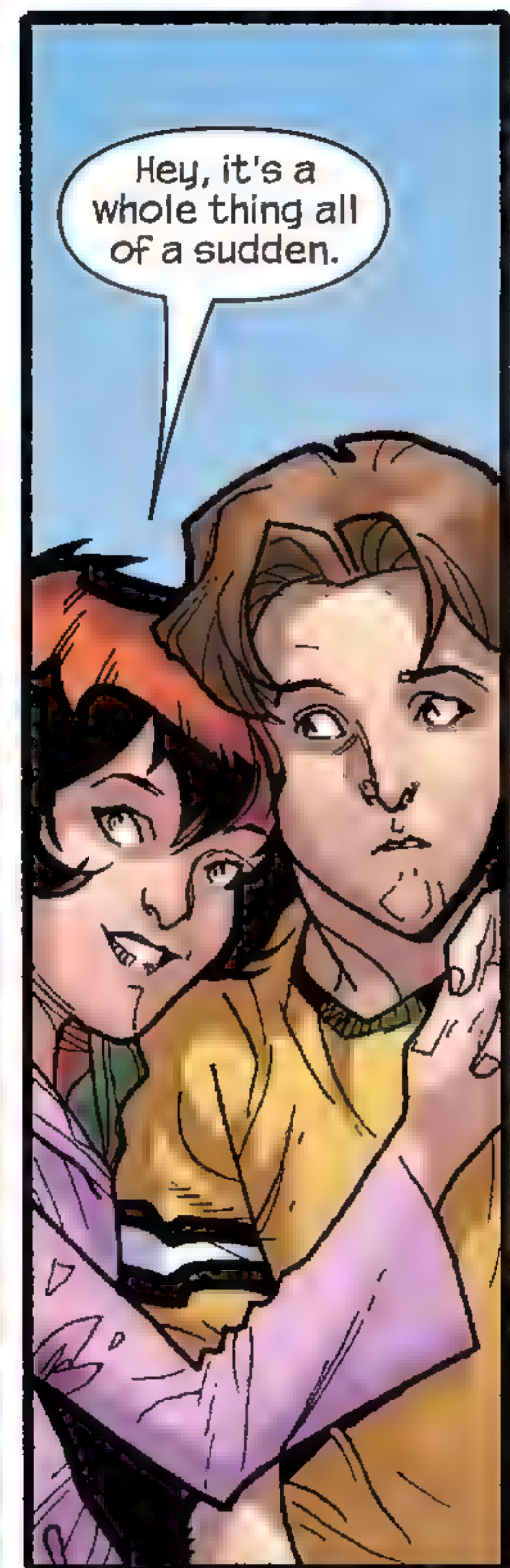
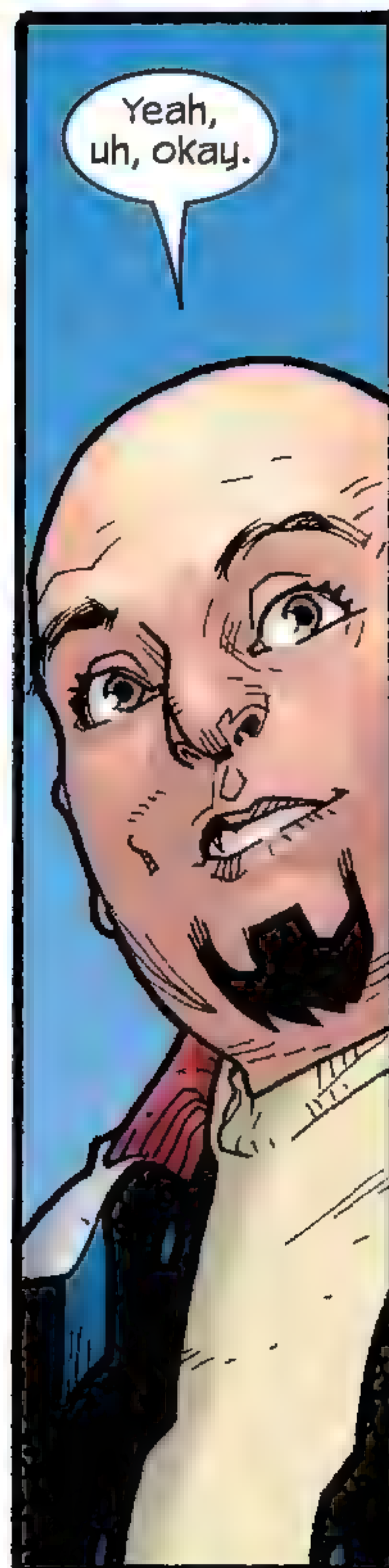
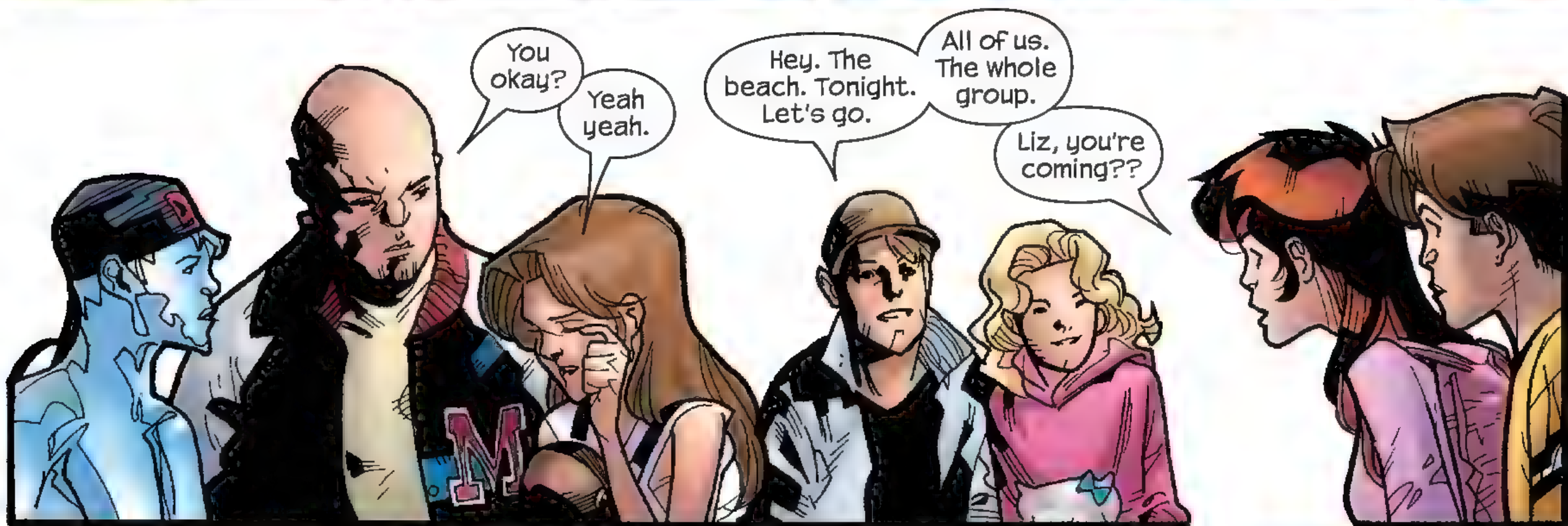
I'll beg. I will.



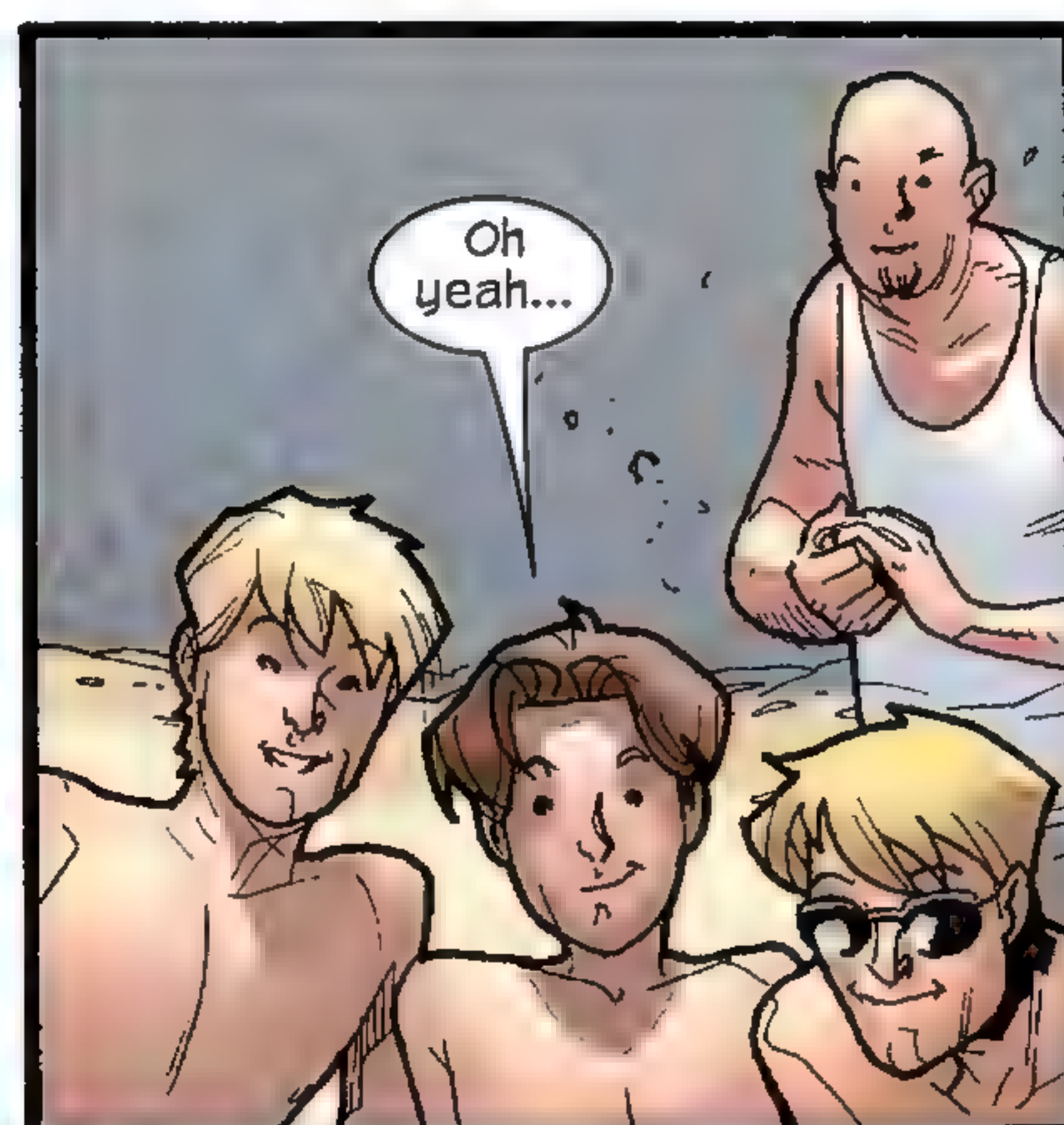
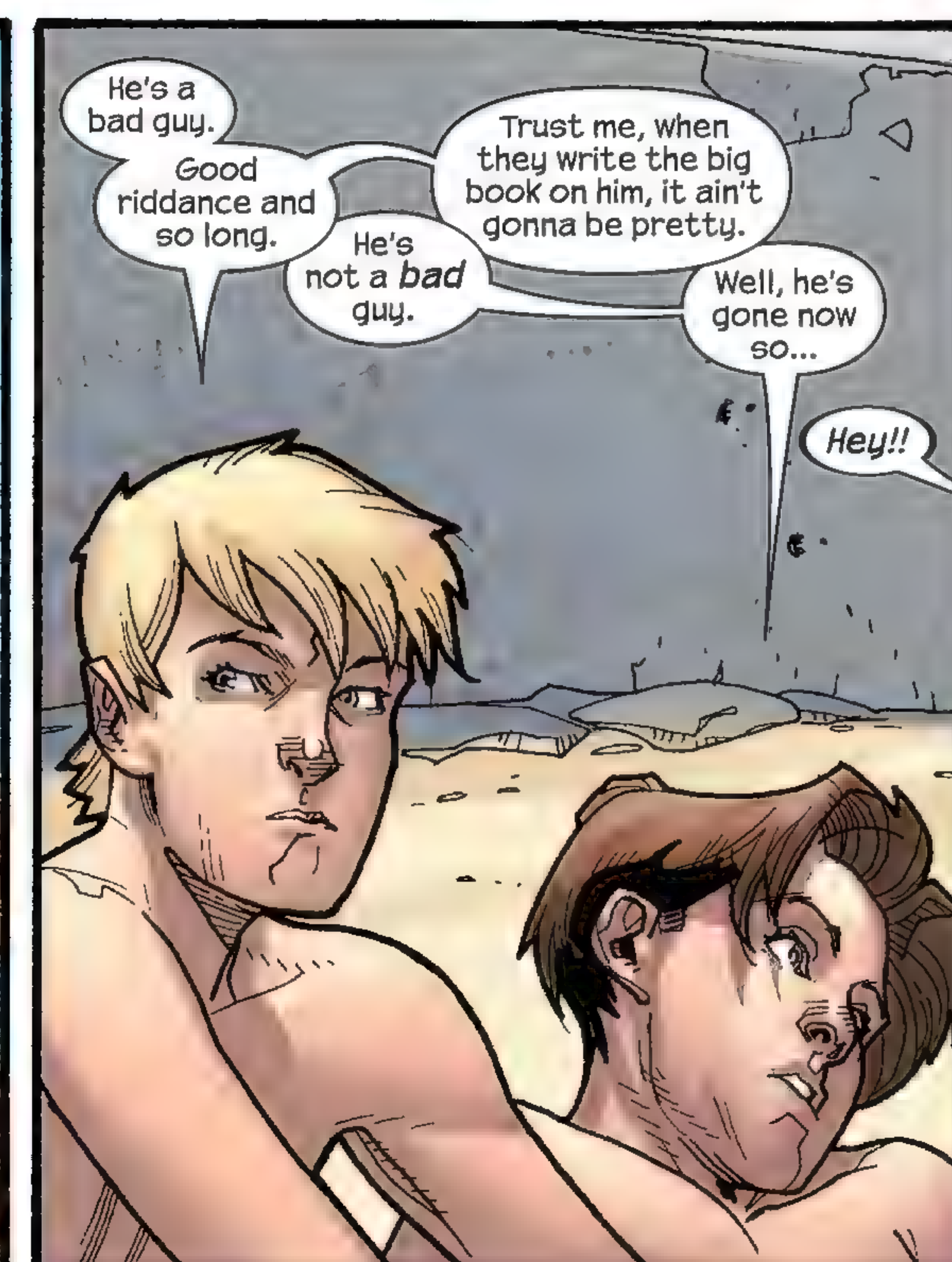
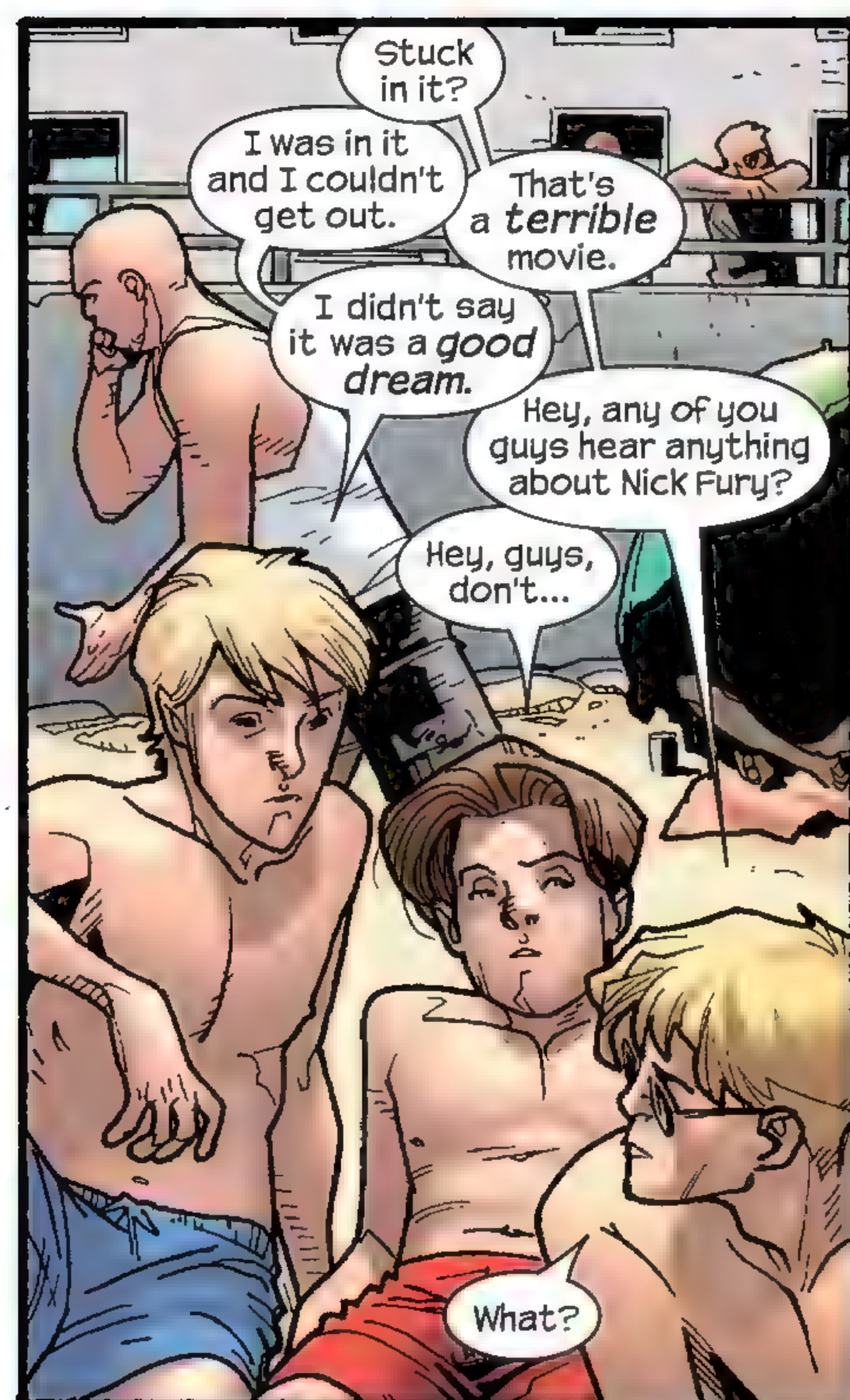




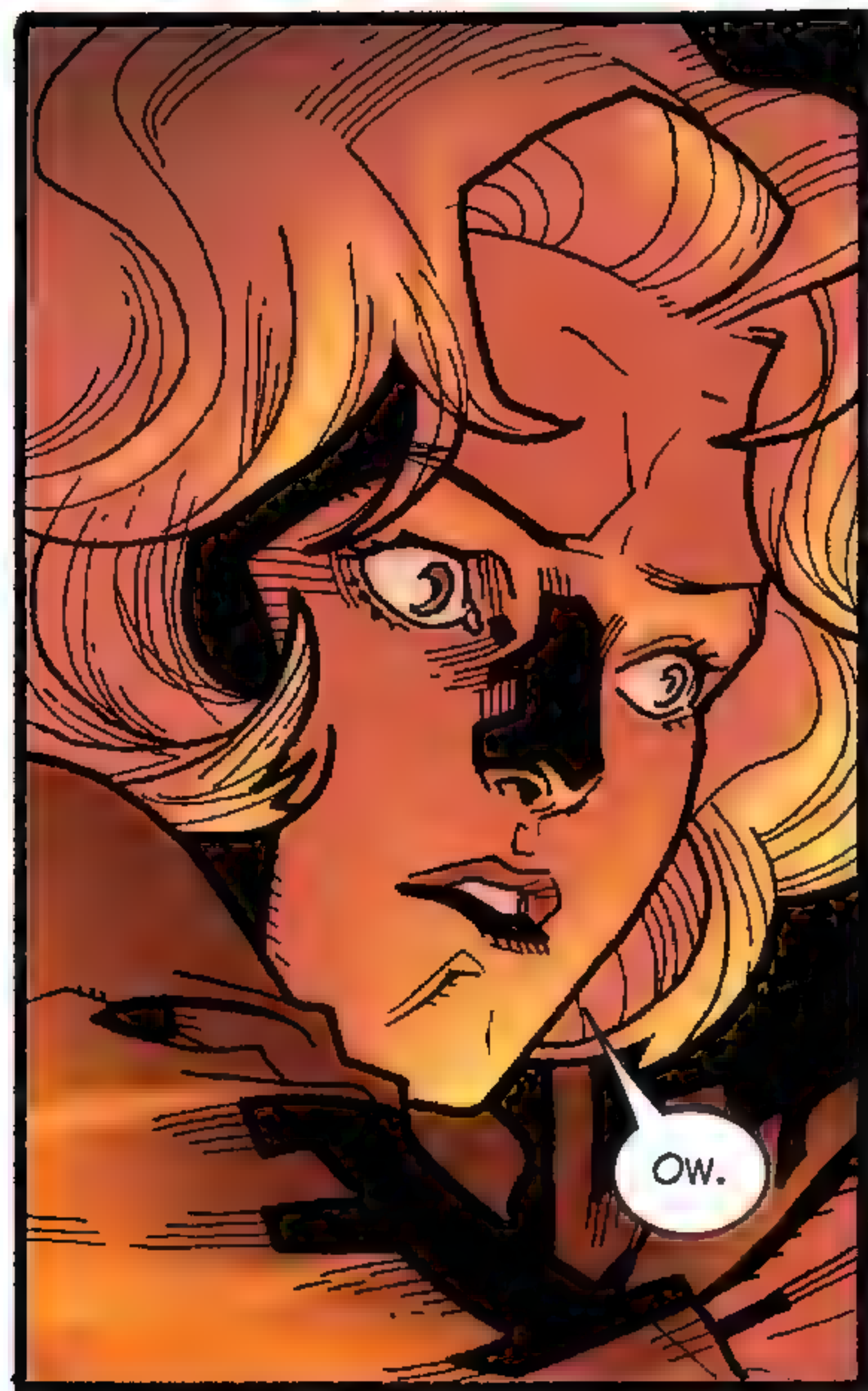




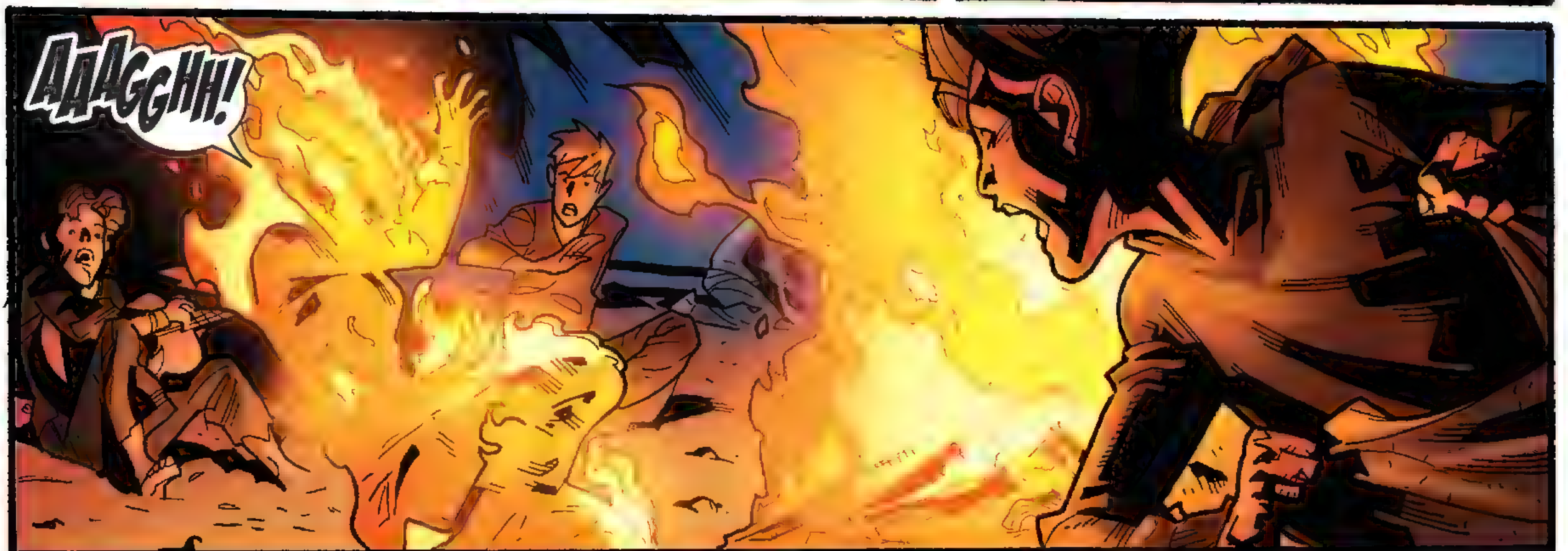
















To be continued!



# NEXT ISSUE!





# ULTIMATE SPIDER-MAN®

ISSUE  
**119**



**MARVEL**

BENDIS  
IMMONEN  
von GRAWBADGER  
PONSOR



The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a part-time job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



## PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Peter Parker and MJ have gotten back together, leaving his troubled relationship with Kitty Pryde (of the world-famous mutant team X-Men) in shambles. To complicate matters even further, Kitty now goes to school with them.

Over the last few months, Peter and Johnny Storm—who just happens to be the Fantastic Four's Human Torch—have become good friends.

Kitty's ex-classmate and ex-boyfriend, Bobby Drake, a.k.a. Iceman, has stopped by to visit Kitty on the same day that Johnny gets everyone together for a night out at the beach.

Johnny has a thing for Liz Allen, Peter and MJ's friend, and while they are gathered around a bonfire, Liz, a long-time "mutant-phobe," bursts into flames.

In shock, but not in pain, Liz Allen has powers...

**Brian Michael**  
**Bendis**  
WRITER

**Stuart**  
**Immonen**  
PENCILER

**Wade von**  
**Grawbadger**  
INKER

**Justin**  
**Ponsor**  
COLORIST

**VC's Cory**  
**Petit**  
LETTERER

Cover: Stuart Immonen & Richard Isanove

**Irene**  
**Lee**  
PRODUCTION

**Lauren**  
**Sankovitch**  
ASST. EDITOR

**Bill**  
**Rosemann**  
EDITOR

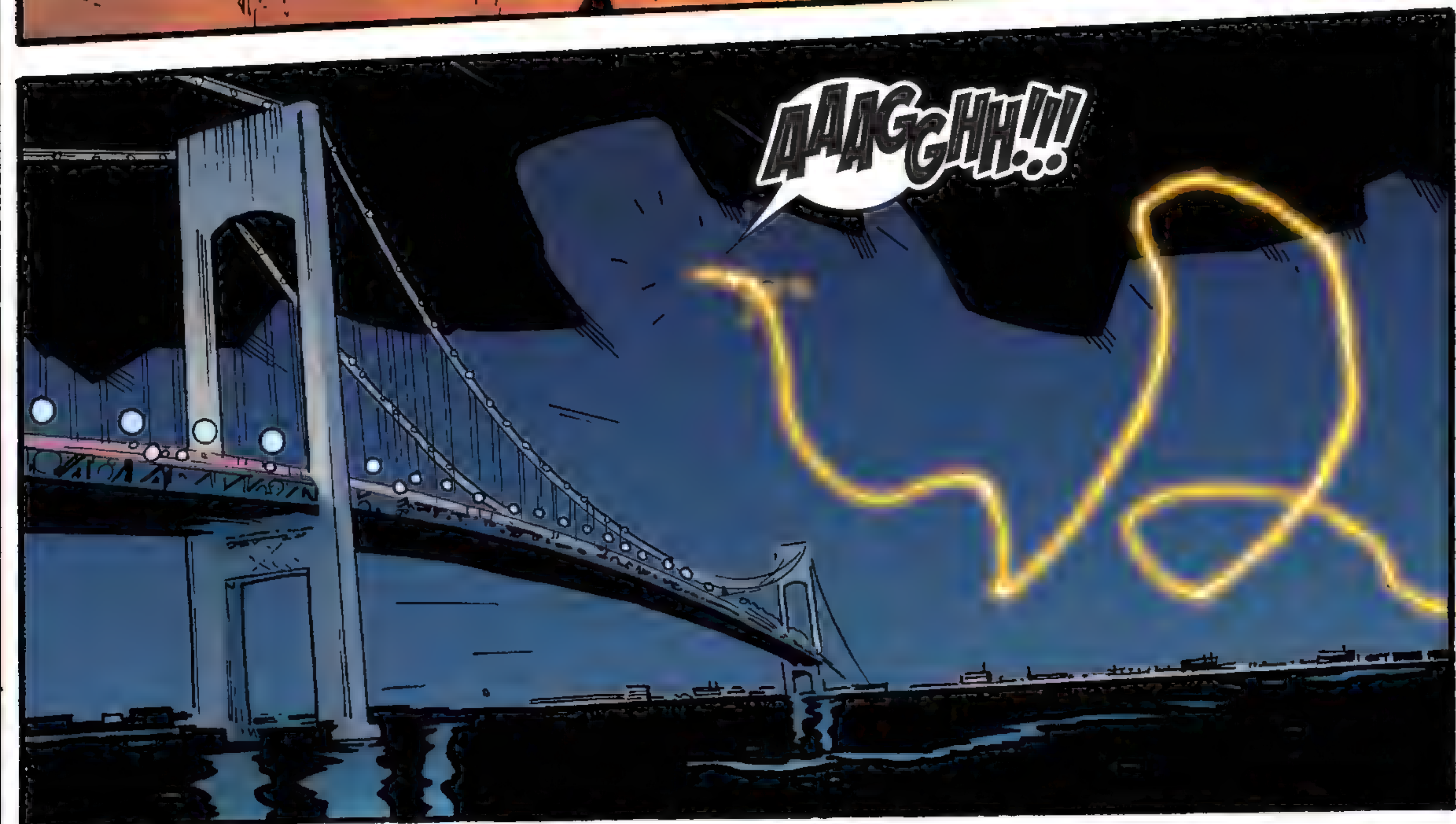
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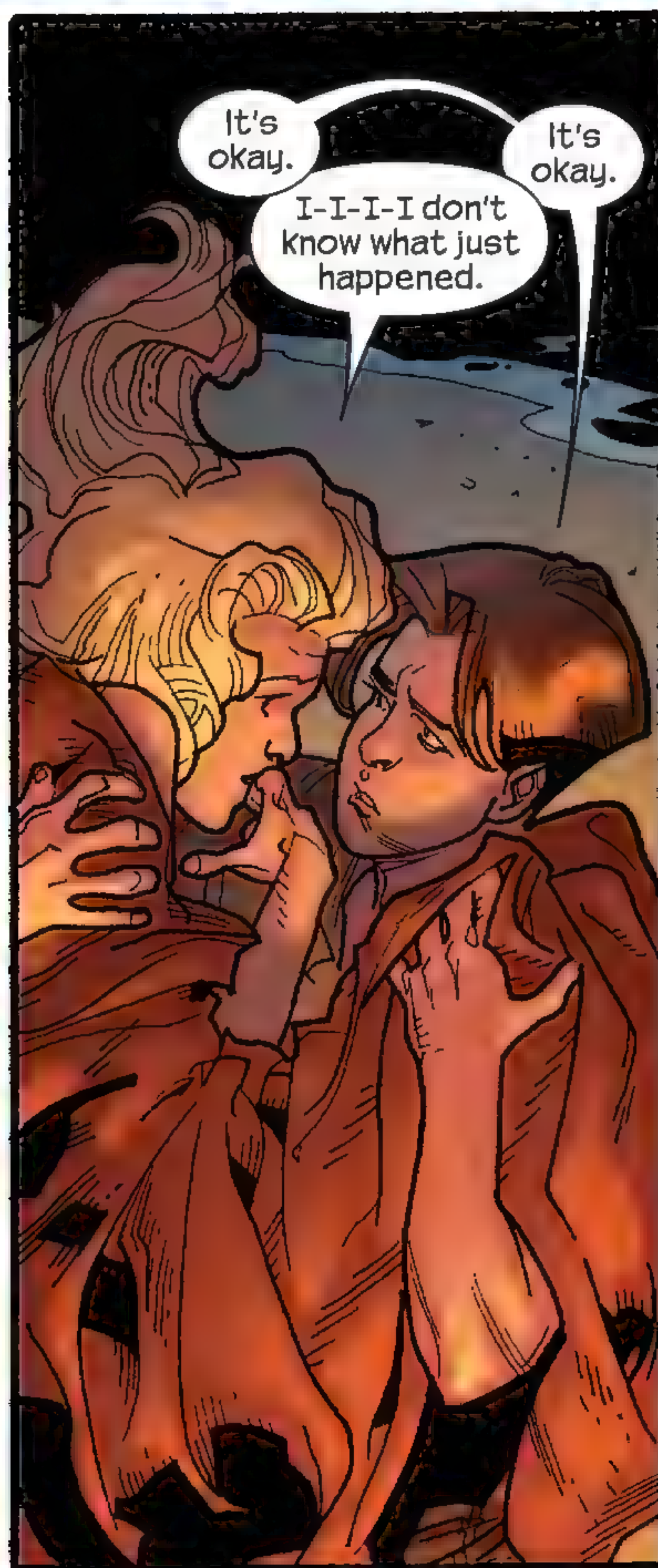




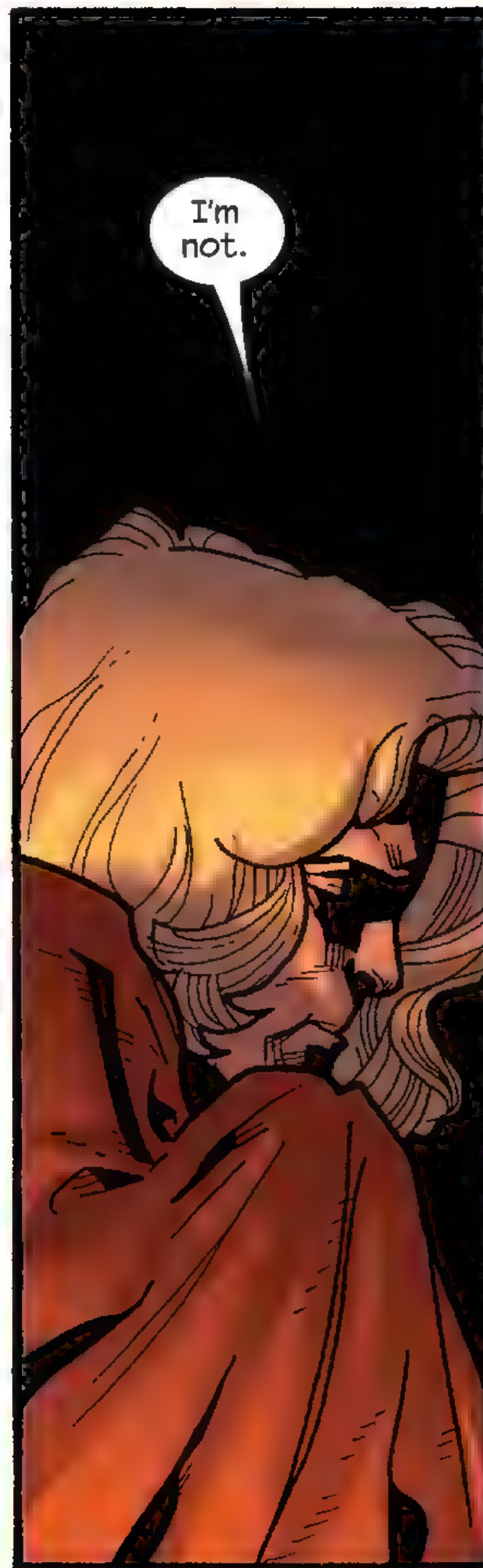
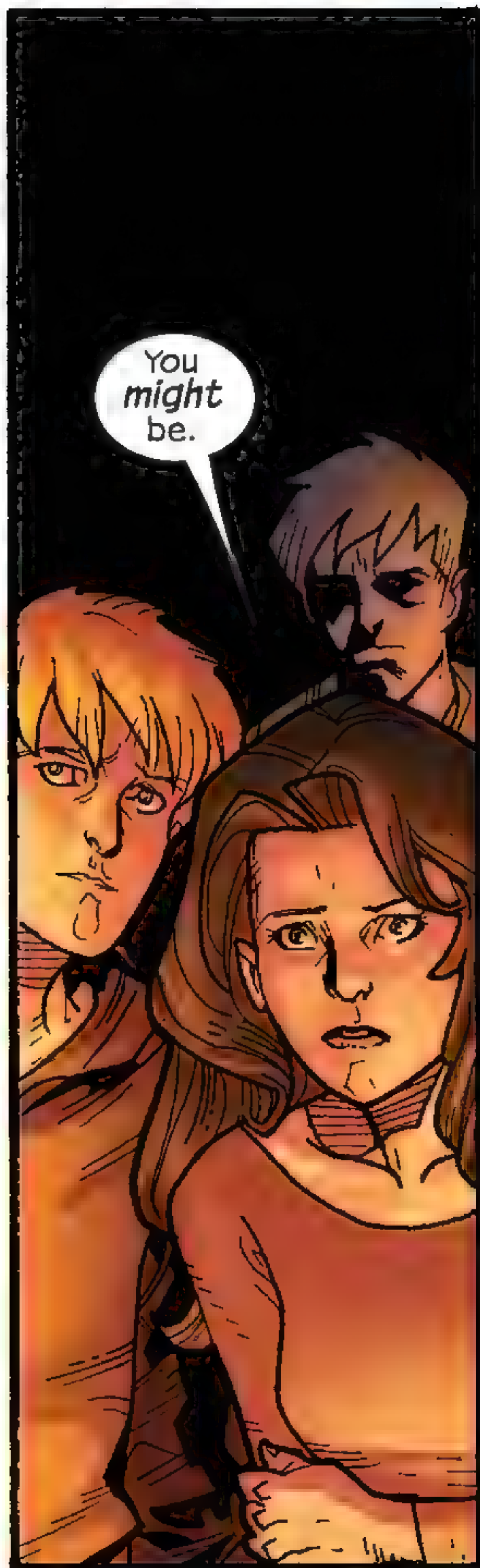




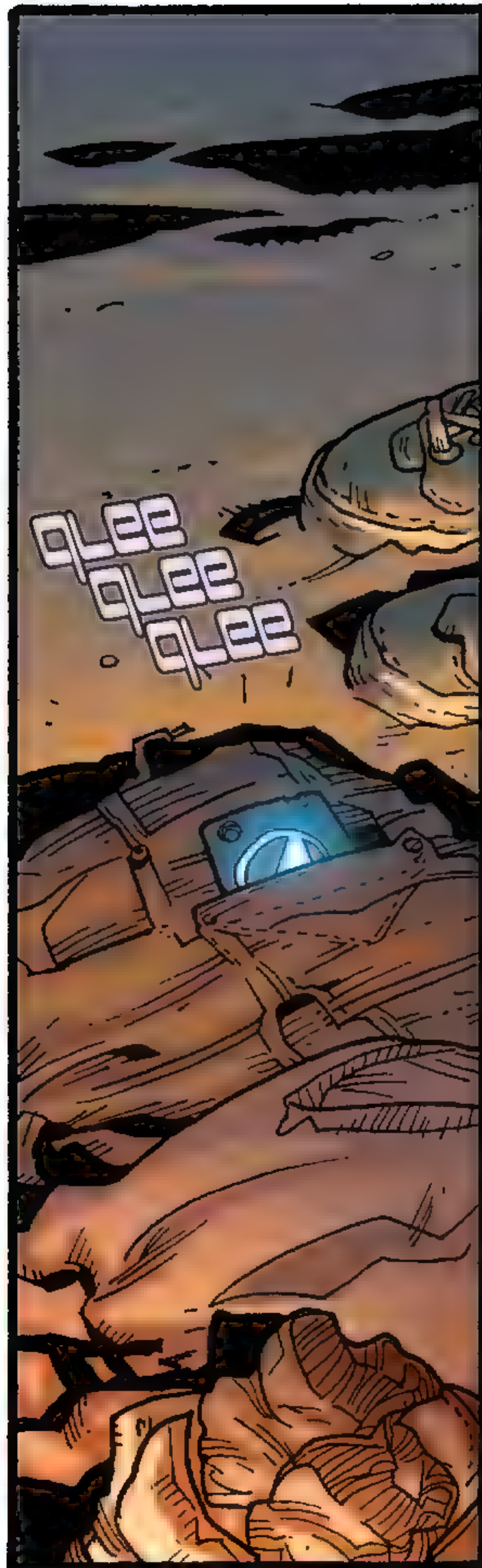
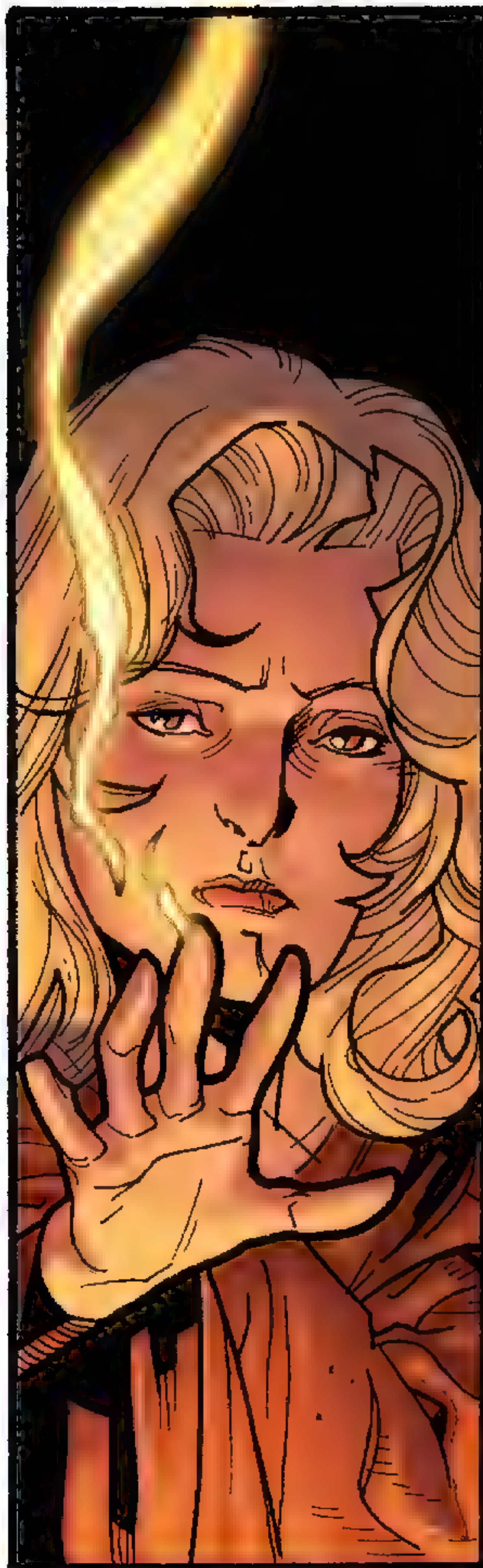
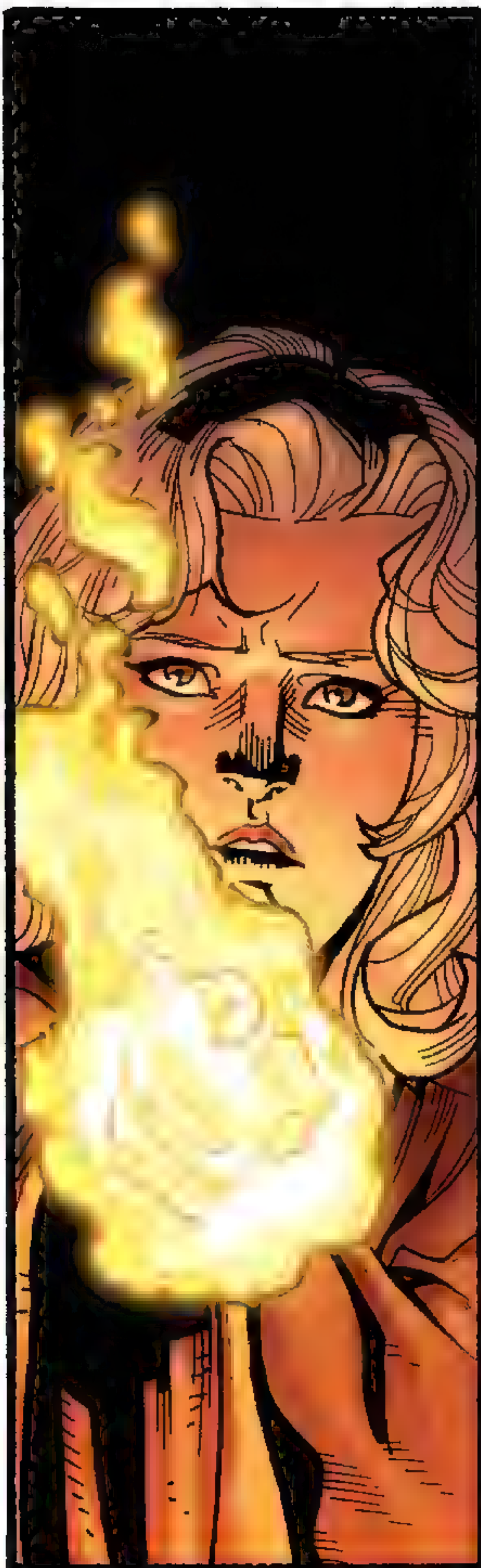
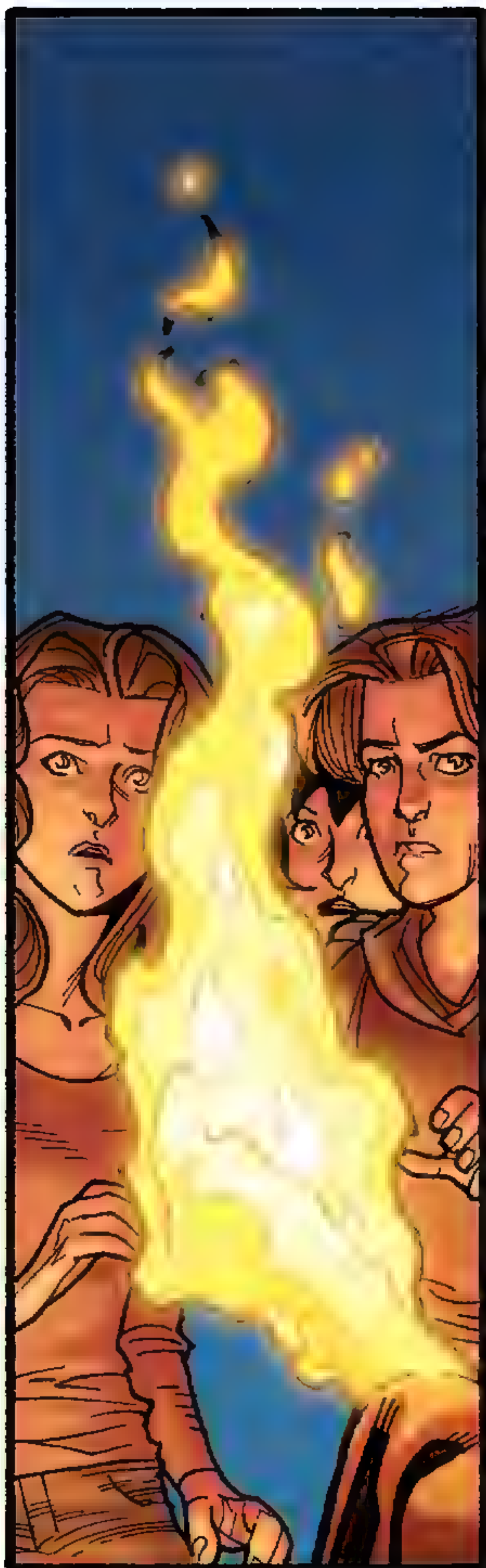




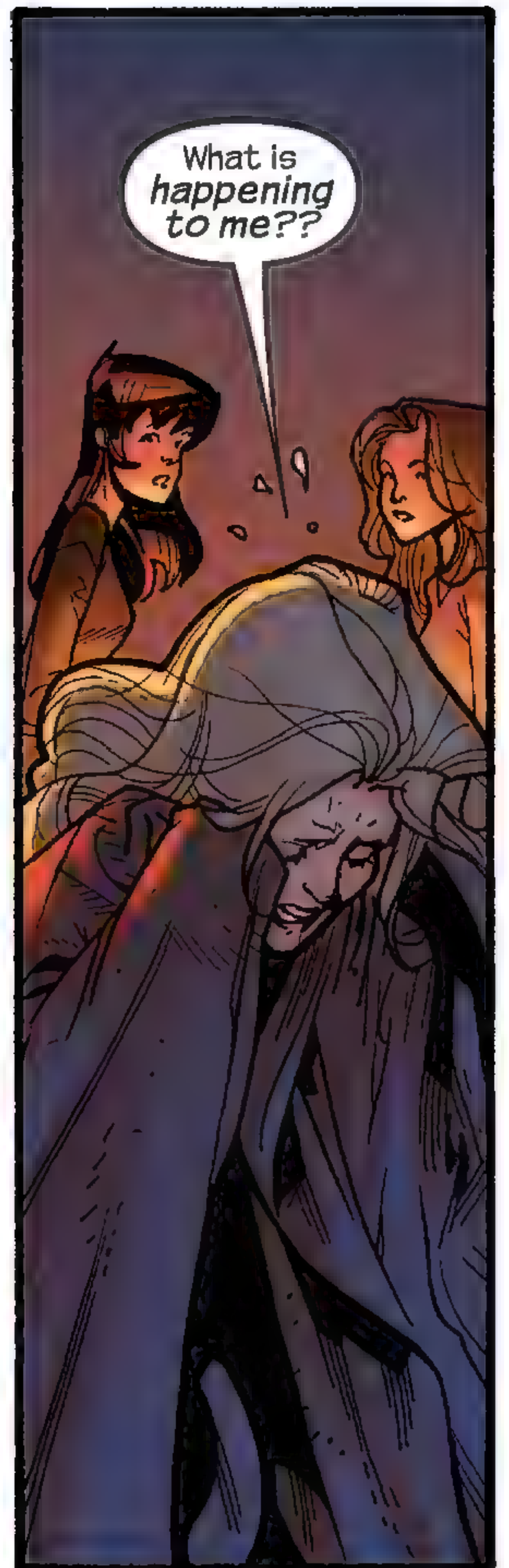
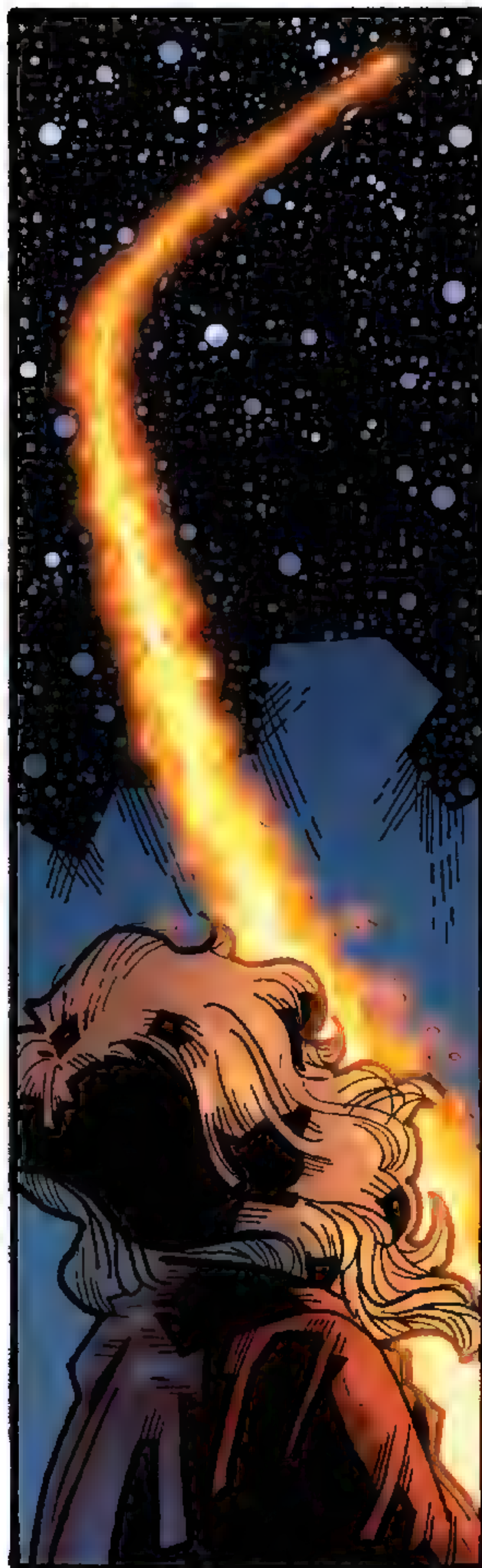




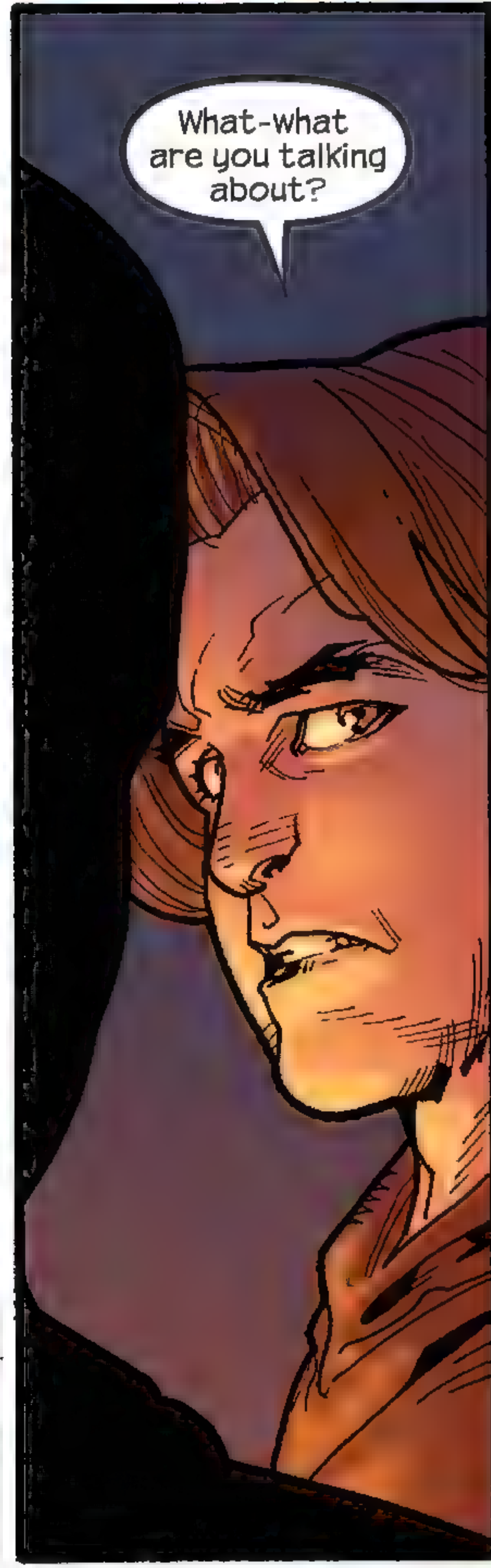














Okay,  
fine!!

Normally it's  
all fine and good—  
you want to pretend  
we all don't know who  
you *really* are...

...but  
now *she* needs  
your help, man.  
Your—your, like,  
expertise.

Kenny...

We've been in class  
together, all of us, since  
second grade.

Our  
*whole*  
lives.

And she  
*needs* your  
help.

I don't care  
how—you have  
to go do it.

If you want  
me to say something  
in code, like: "You should  
tell *Spider-Man* to go  
help her," then fine.

Boy, I wish  
someone would go tell  
*Spider-Man* to help out  
his lifelong friend who's  
going through some  
major mess that, like, *only*  
he could help her  
deal with.









Agh.  
Nmnnaa!!



Just try to stay calm!!

I don't know what's *happening* to me!! I-I don't know how to *do* this!!

I've so been there!!

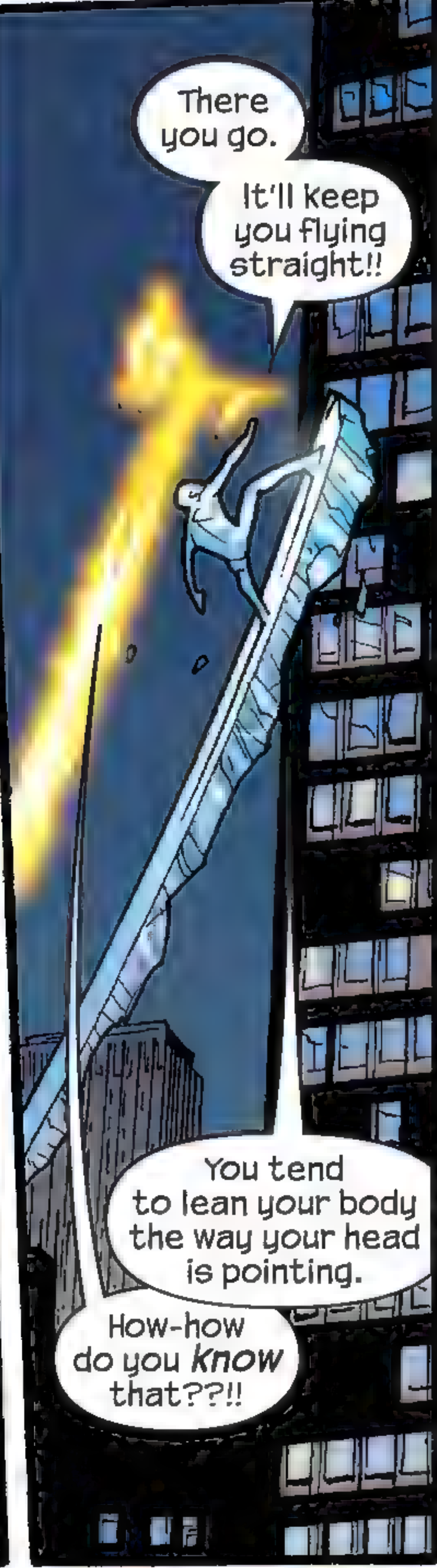
Point your head!!

What?!!



Point your-  
Yiii!!

Whoa!! Point your head in the direction you want to fly!!

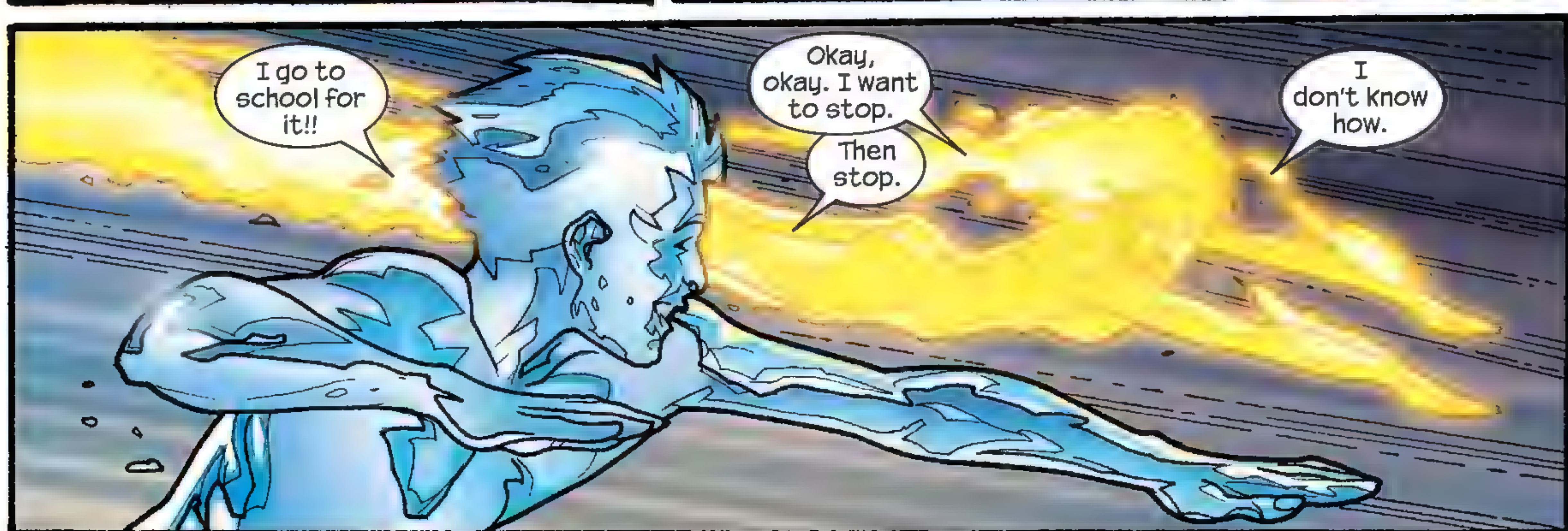


There you go.

It'll keep you flying straight!!

You tend to lean your body the way your head is pointing.

How-how do you *know* that??!!



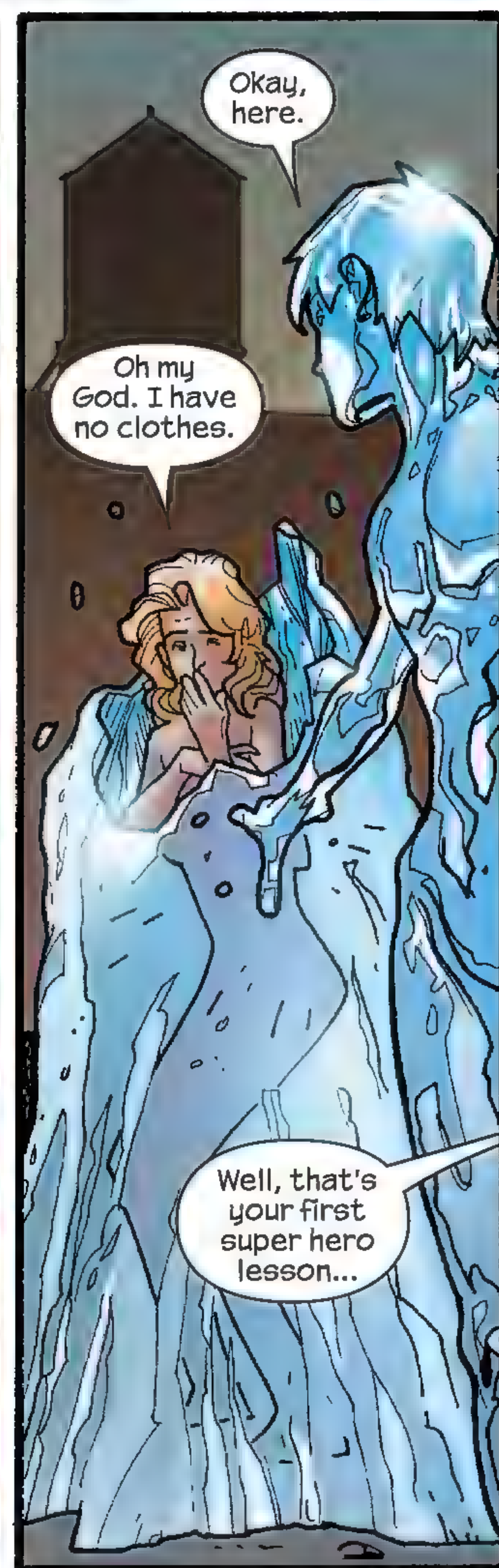
I go to school for it!!

Okay, okay. I want to stop.

Then stop.

I don't know how.









Don't  
leave home  
naked.



AAAGGHH!!



Whoa!!

AGH!!

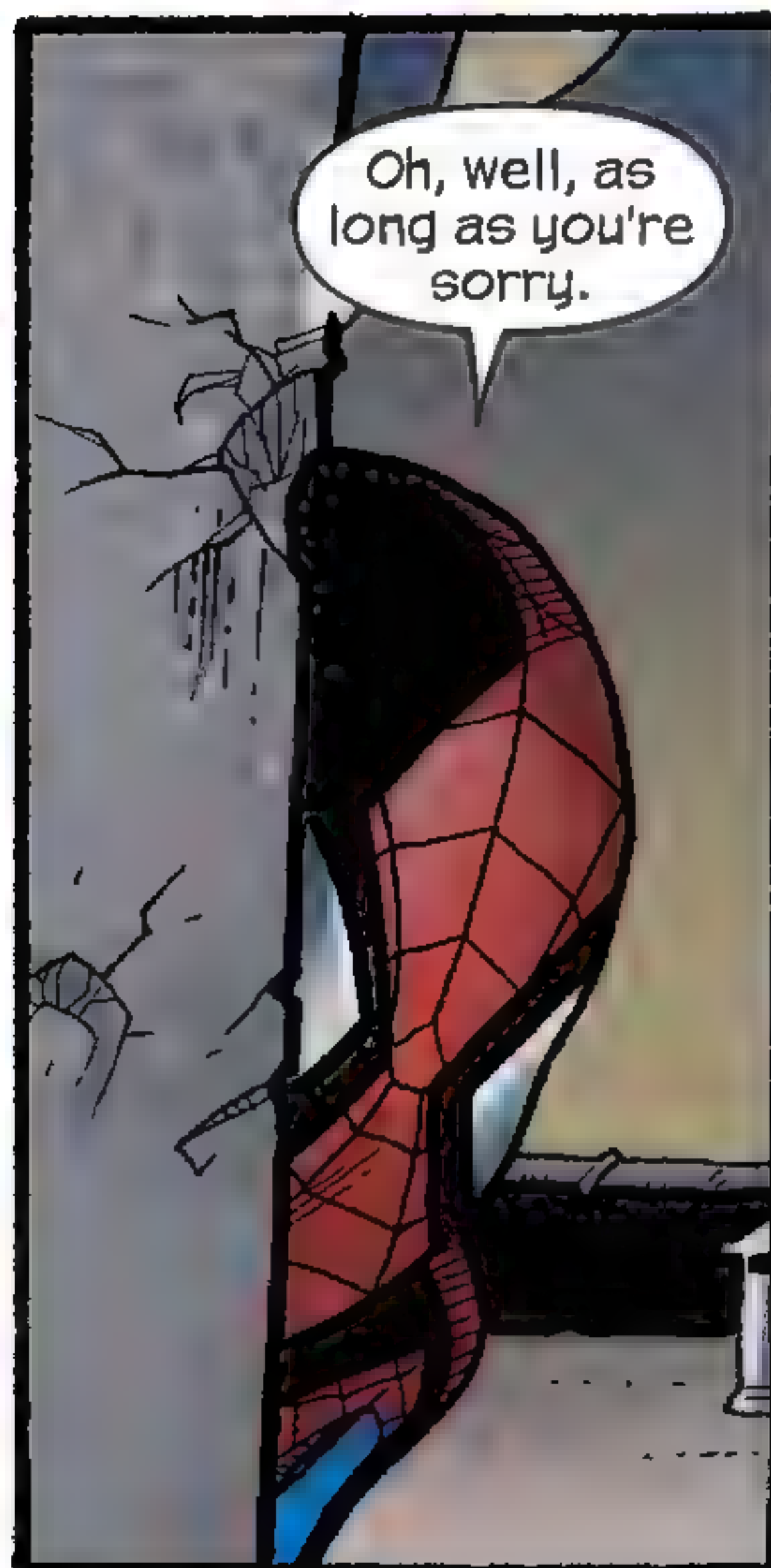
Whoa!!!

Hey!!



Oh my  
God!!!

(Sorry.)



Oh, well, as  
long as you're  
sorry.



You scared  
the *bejeezus*  
out of me!!

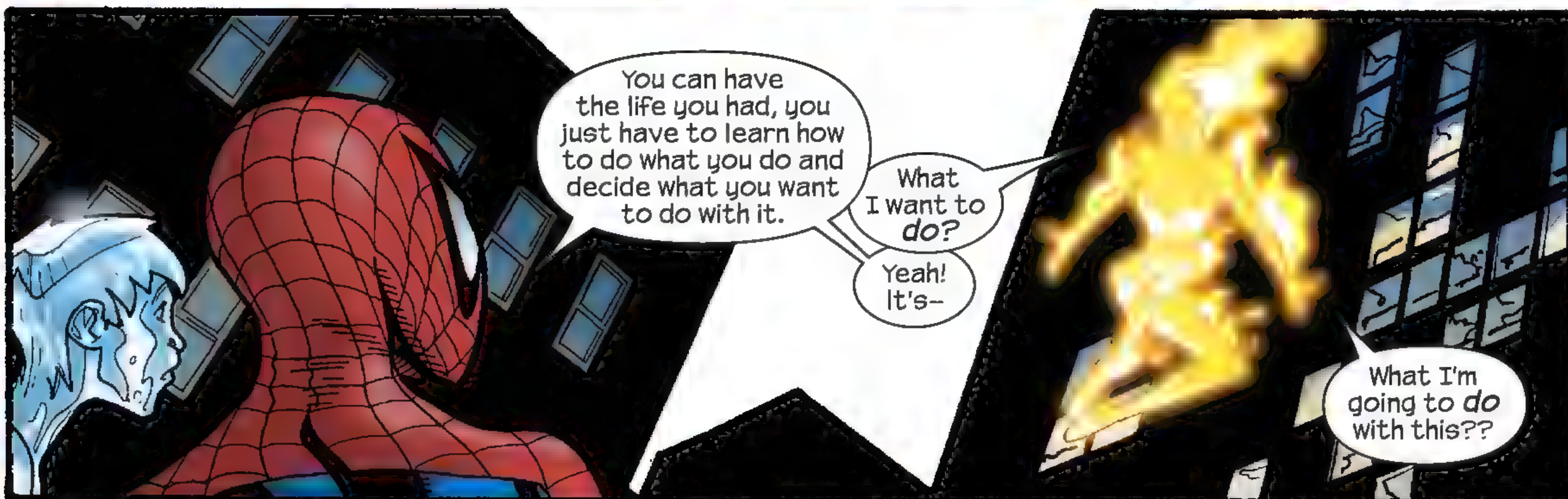
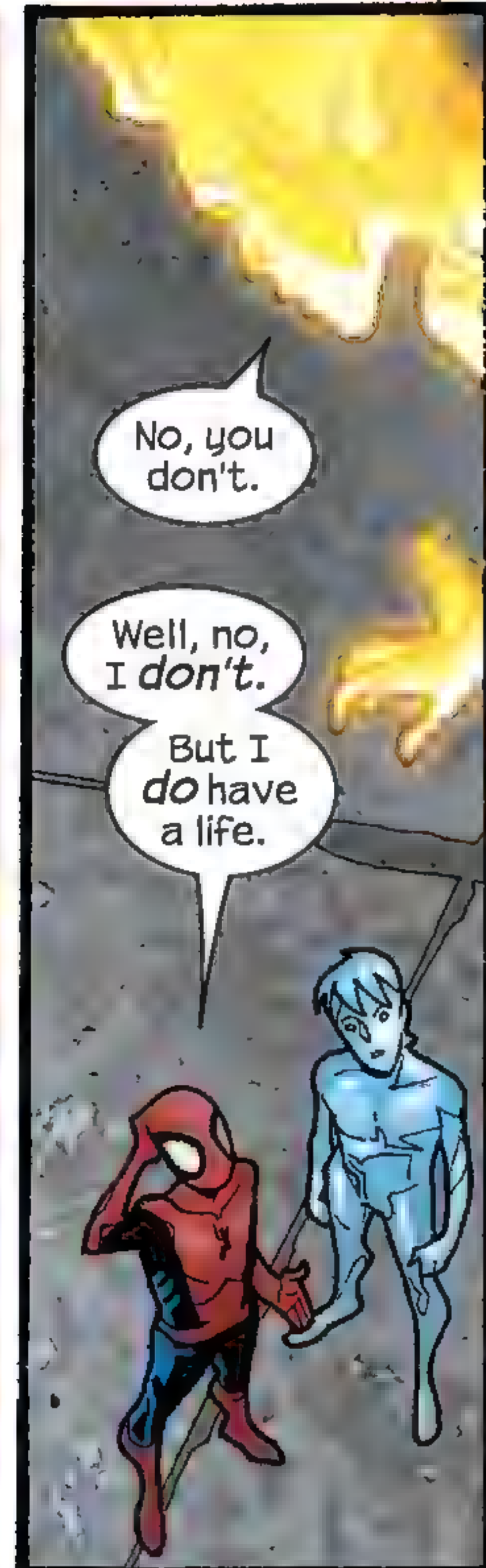
Dude, how  
did you find  
us??

Are you  
serious?

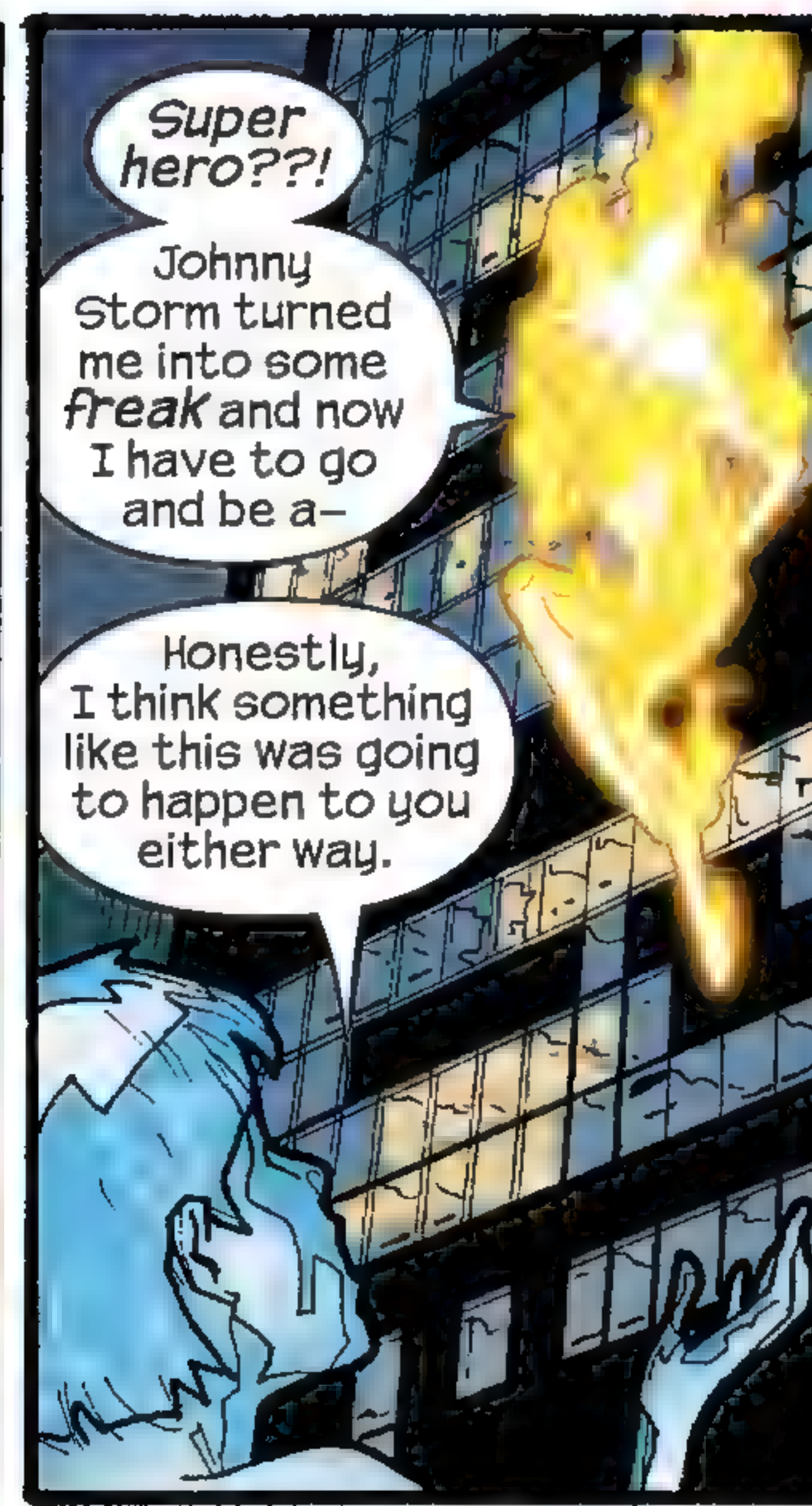


What-what  
are you doing  
here?

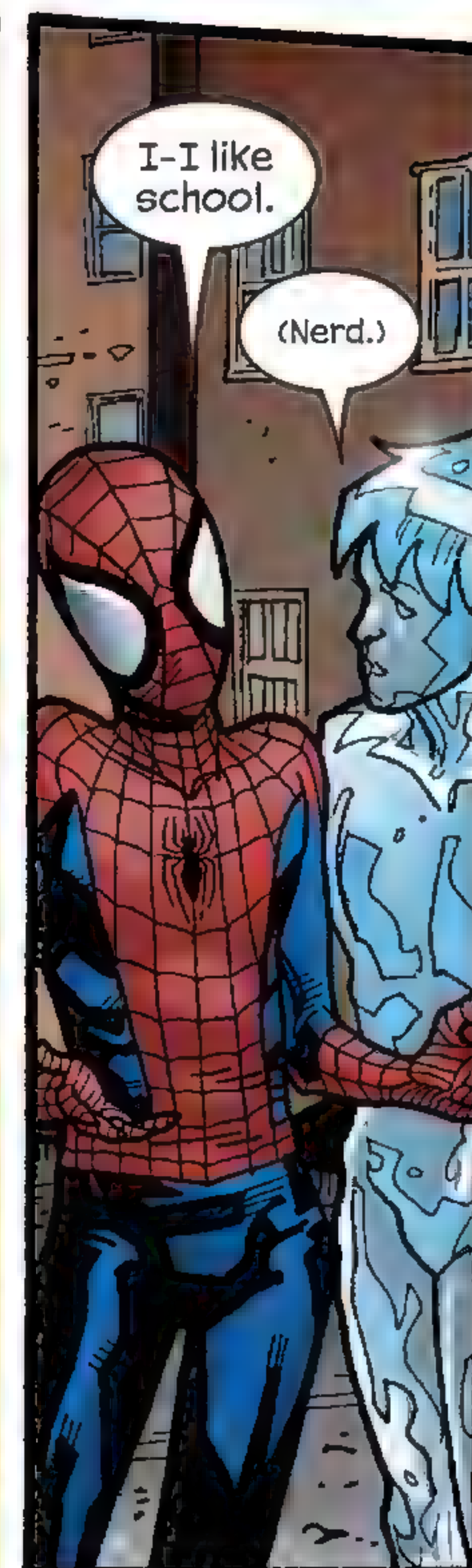
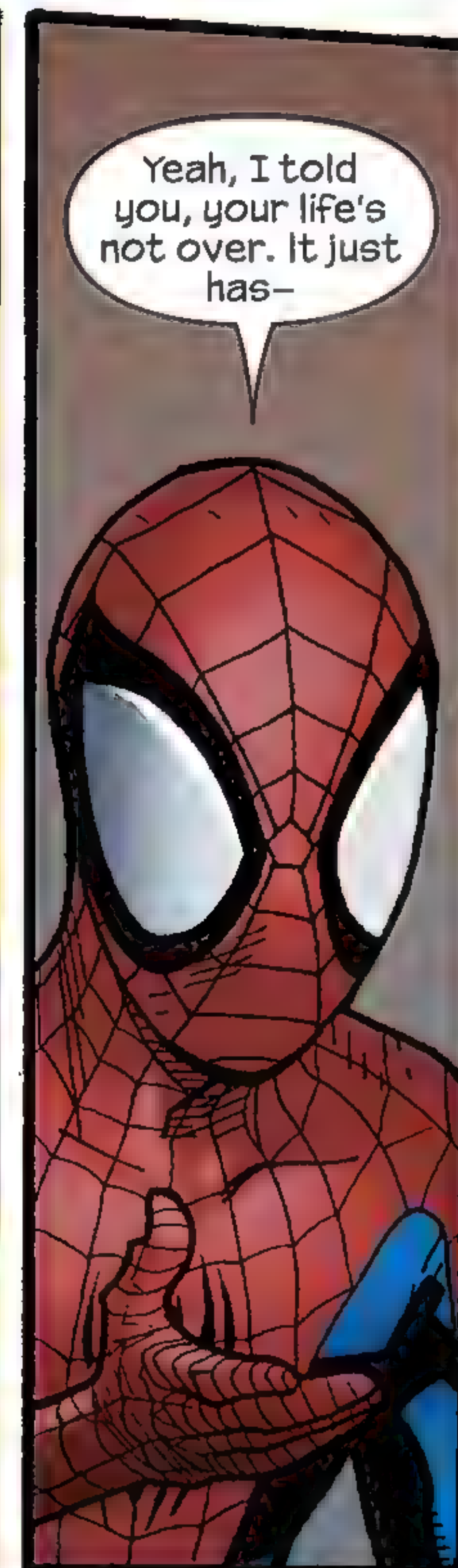
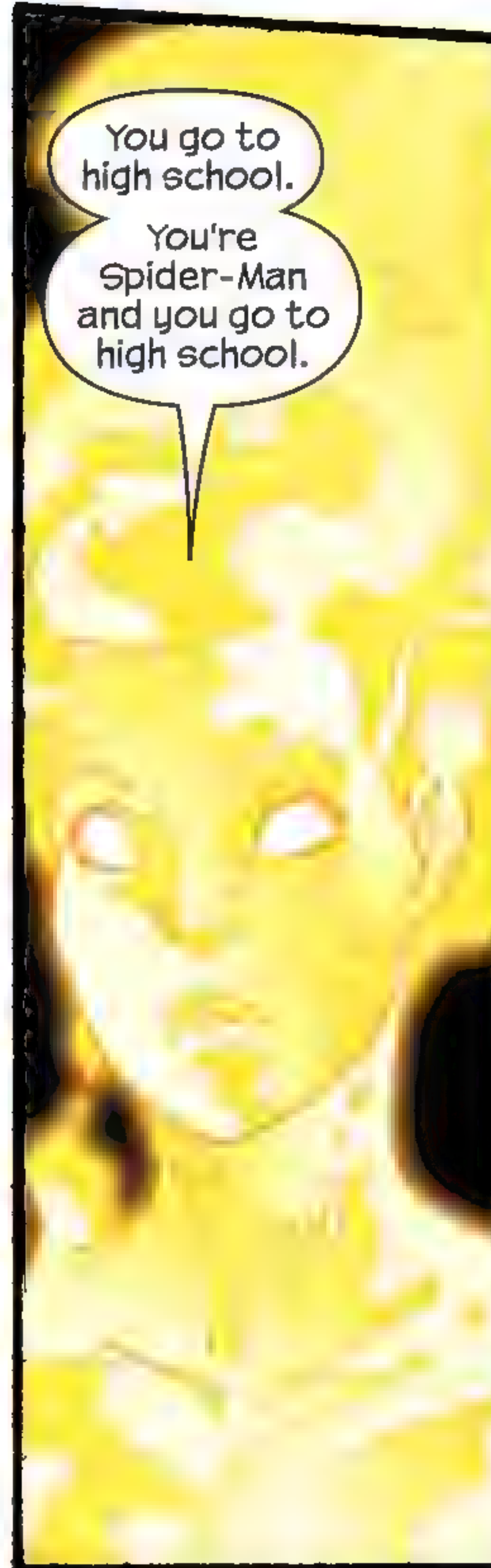
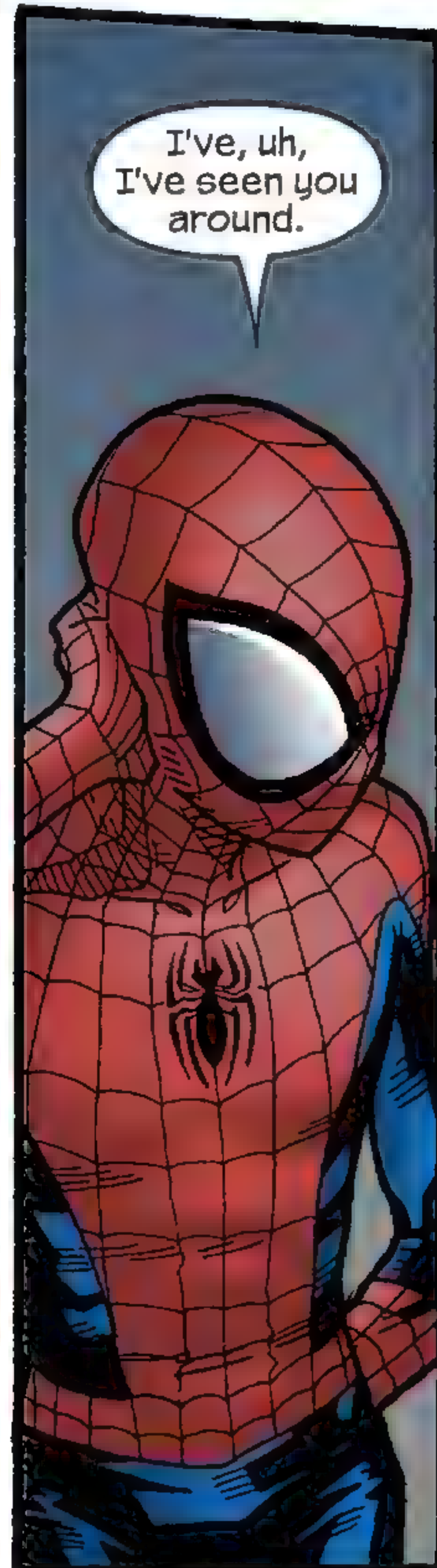
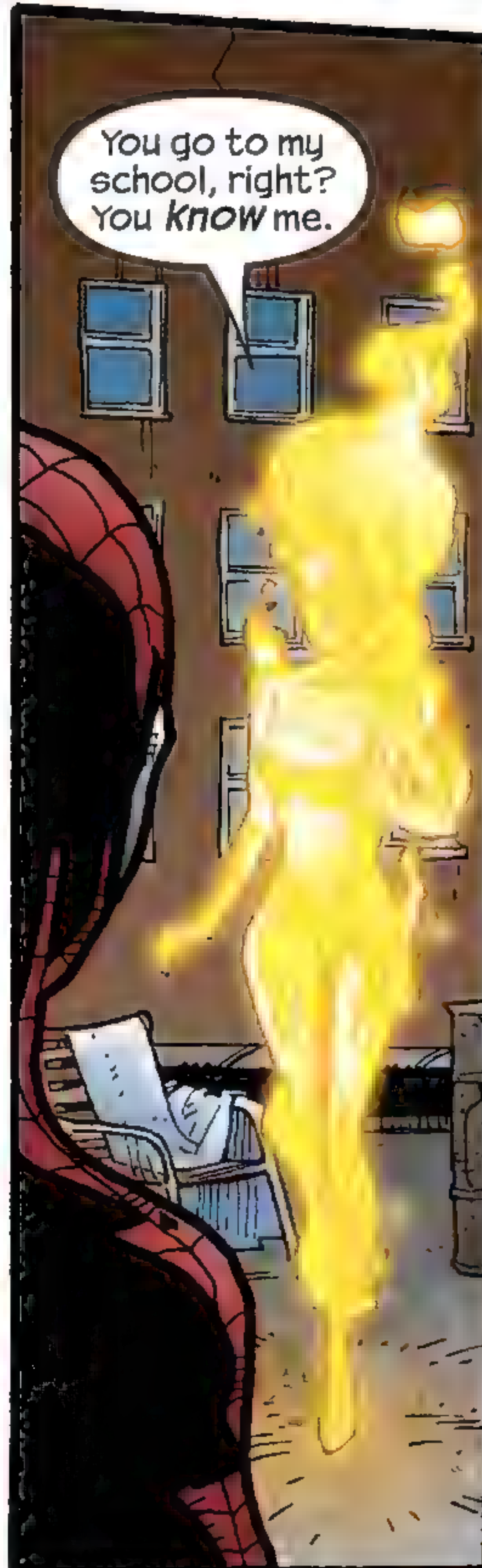
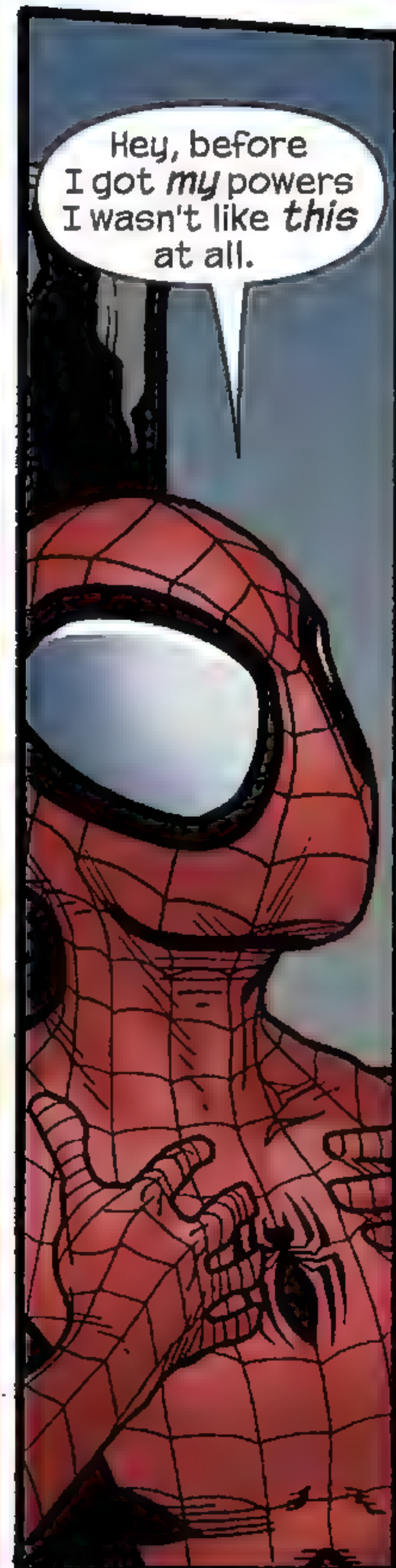
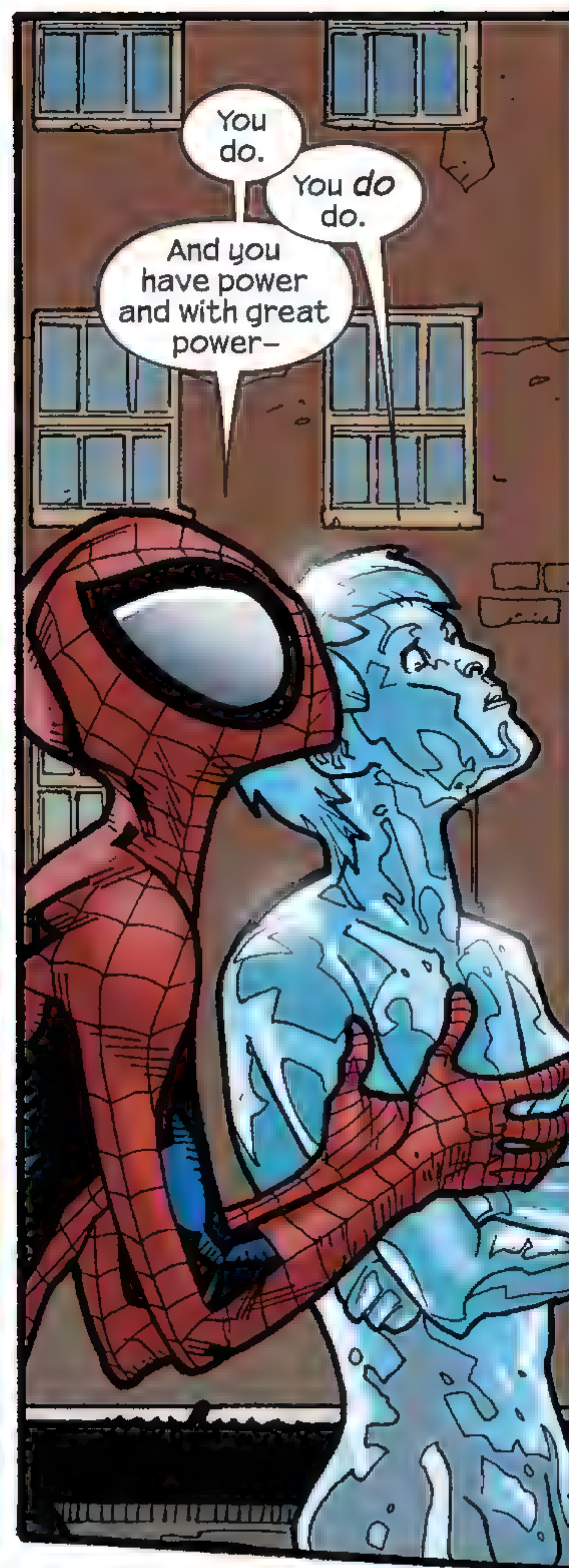
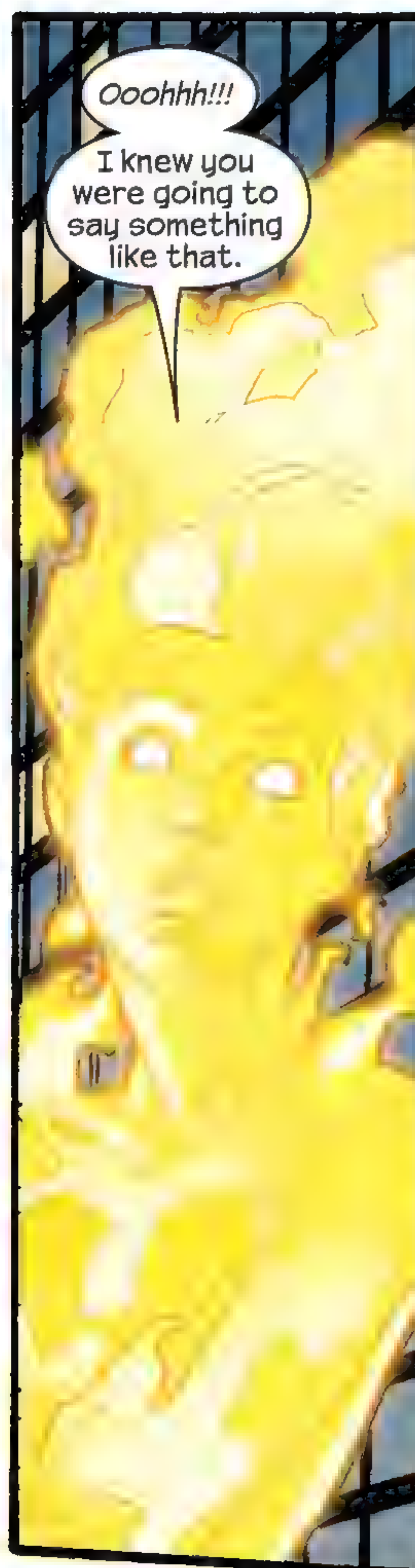
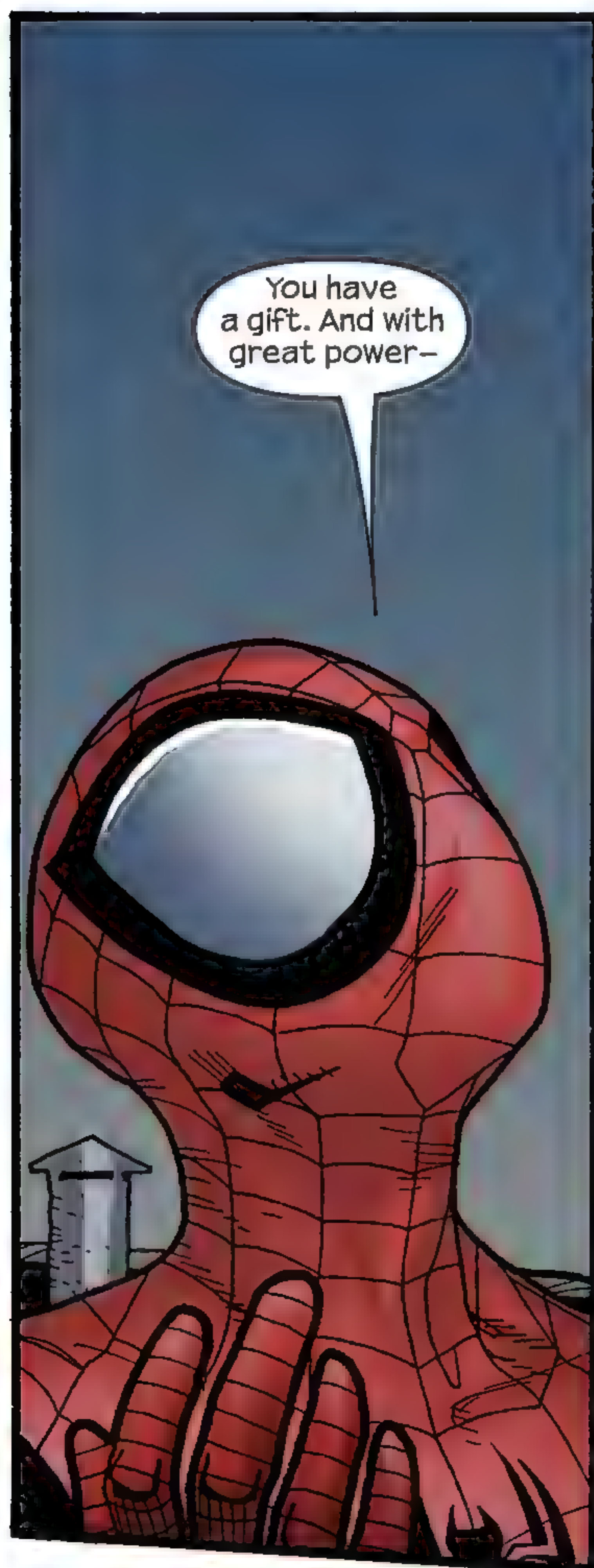










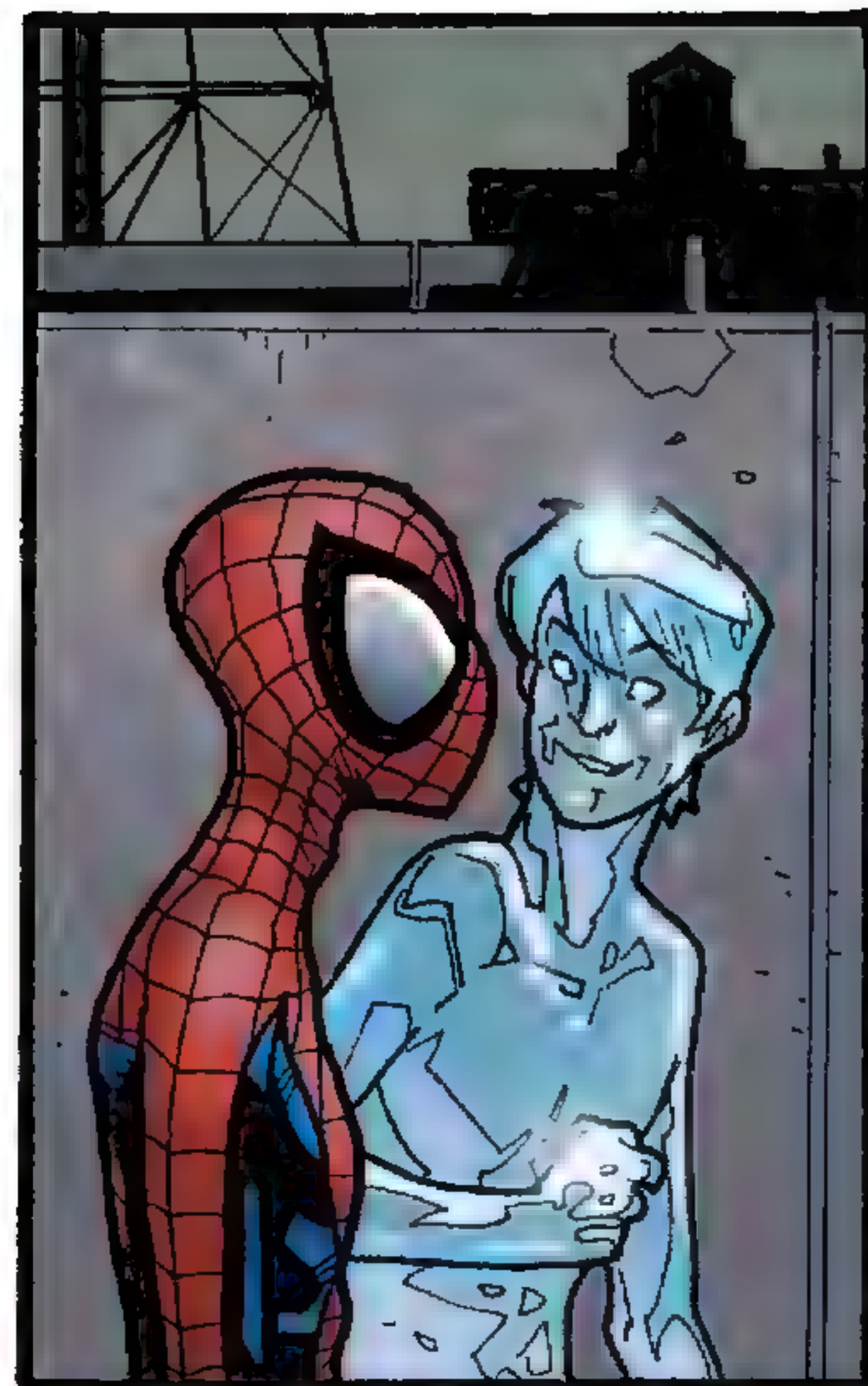




**IF I  
CAN DO  
THIS!!**

That was a  
very strange  
conversation,  
even for me.

I totally  
saw her  
naked.



So you're just  
going to fly around  
all day?!

You have  
a gift!!

No!!

Just until I  
get bored or slam  
into something by  
accident!!

Whichever  
comes first!!

Yeah, I  
know!!



Use it for  
something!!



Okay!!

Just give me  
a minute to enjoy  
this. I'm not like  
you, I don't--

Whoa!!

Careful!



Hey,  
so we *know*  
each other,  
right?

I mean,  
you really know  
who I am.





Uuuhh... boy.



I'm not going to "out" you.

Can we please not go in this direction?

Just tell me—you *know* me.

I came here to be nice.

Oh, come on!!

Tell me who you are.



Not going to happen.

Bet I can sing that mask right off.

Not funny.

Come on!!



Who do I know that could be Spider-Man?

Stop deflecting. We have to go and—

Are you a mutant?

No. Not that there's anything wrong with—

So you don't know a damn thing about what it's like to *really* be a mutant.

Well, I dated a mutant. So...



Whoa.

No way.

What is that?

No way!!!

Seriously, what is that?





Destiny,  
my child.

To be continued!



# NEXT ISSUE!





# ULTIMATE SPIDER-MAN®

ISSUE  
120



**MARVEL**

**BENDIS  
IMMONEN  
von GRAWBADGER  
PONSOR**

*Sai 07*  
ISANONE



The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high-school curriculum, a part-time job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



## PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Peter Parker and MJ have gotten back together, leaving his troubled relationship with Kitty Pryde (of the world-famous mutant team X-Men) in shambles. To complicate matters even further, Kitty now goes to school with them.

Kitty's ex-classmate and ex-boyfriend, Bobby Drake (a.k.a. Iceman) and Spidey's pal Johnny Storm (a.k.a. the Human Torch) have stopped by to visit. During a beach party later that day, Liz Allen, a longtime "mutantphobic," suddenly bursts into flames!

Not in pain, but strengthened, Liz Allen has powers.

Peter donned his Spider-Man costume and tried to help Iceman calm Liz down and help her deal with this shocking transformation.

All three were then stunned when Magneto, mutant master of magnetism and a notorious terrorist, appeared -- and stated he was there for Liz!

Note: This story takes place after the events of Ultimate X-Men #93.

**Brian Michael**  
**Bendis**  
WRITER

**Stuart**  
**Immonen**  
PENCILER

**Wade von**  
**Grawbadger**  
INKER

**Justin**  
**Ponsor**  
COLORIST

**VC's Cory**  
**Petit**  
LETTERER

Cover: Stuart Immonen & Richard Isanove

**Irene**  
**Lee**  
PRODUCTION

**Lauren**  
**Sankovitch**  
ASST. EDITOR

**Bill**  
**Rosemann**  
EDITOR

**Ralph**  
**Macchio**  
SENIOR EDITOR

**Joe**  
**Quesada**  
EDITOR IN CHIEF

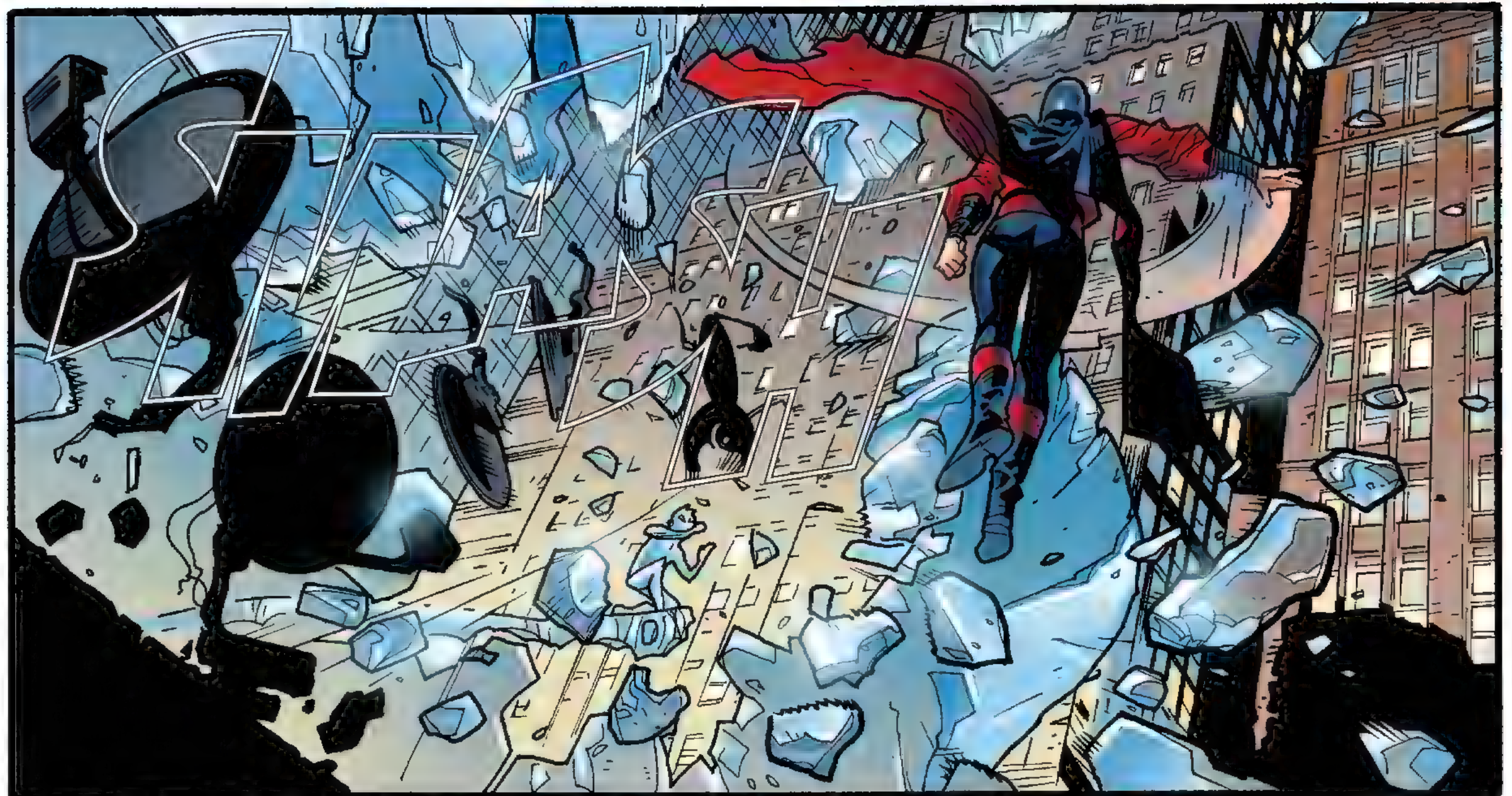
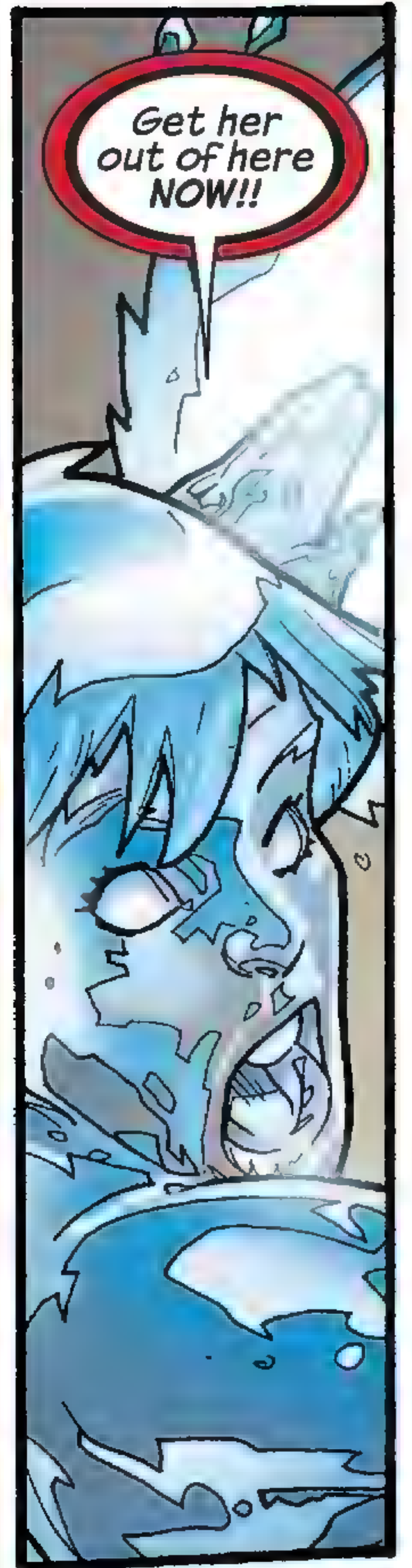
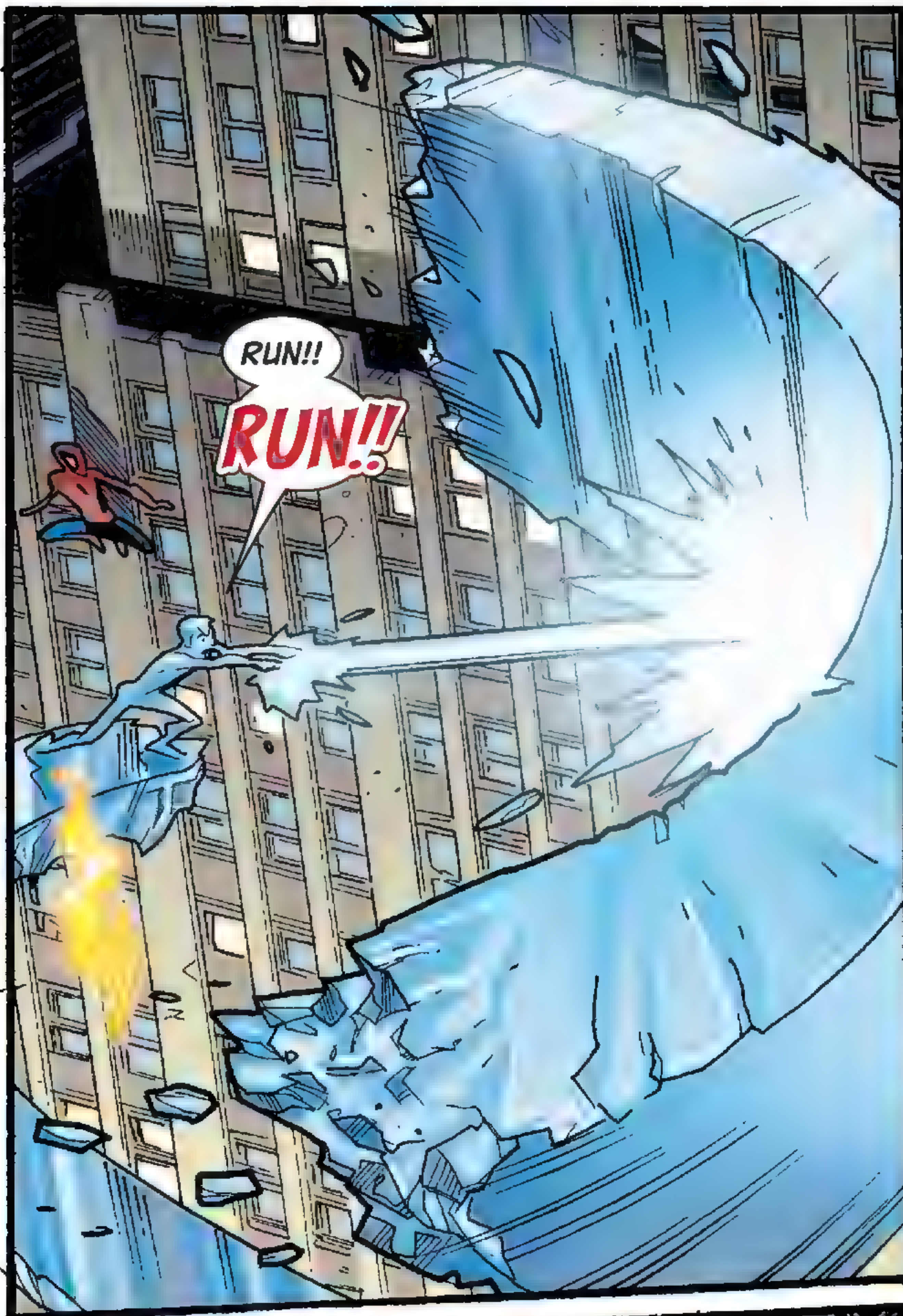
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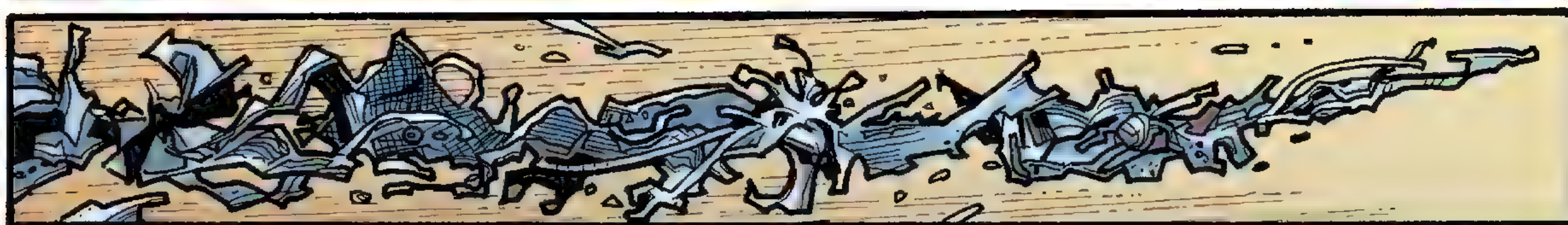
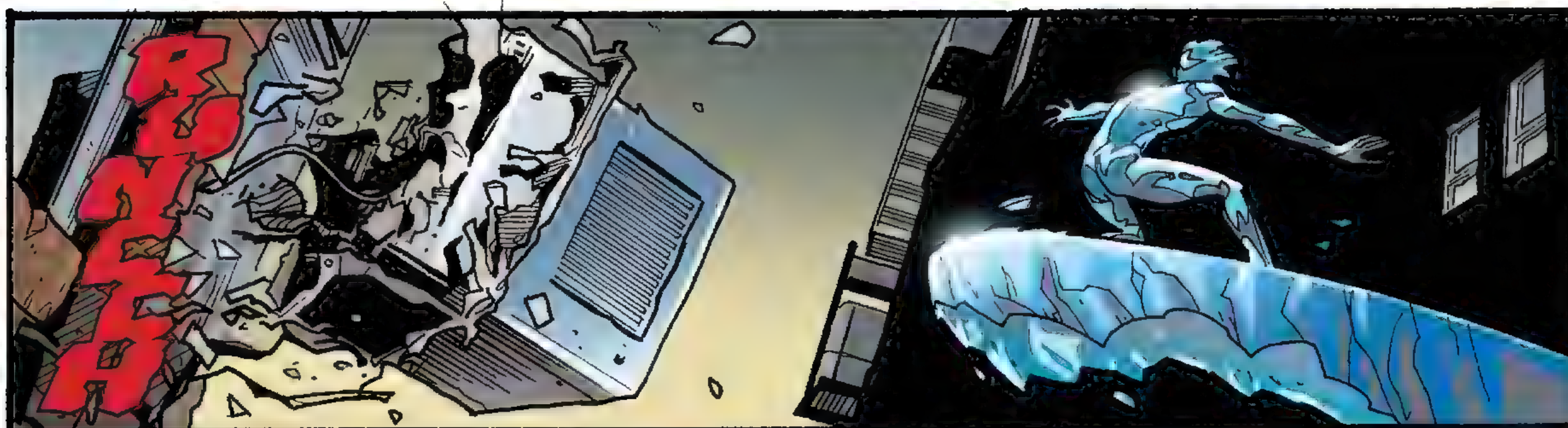
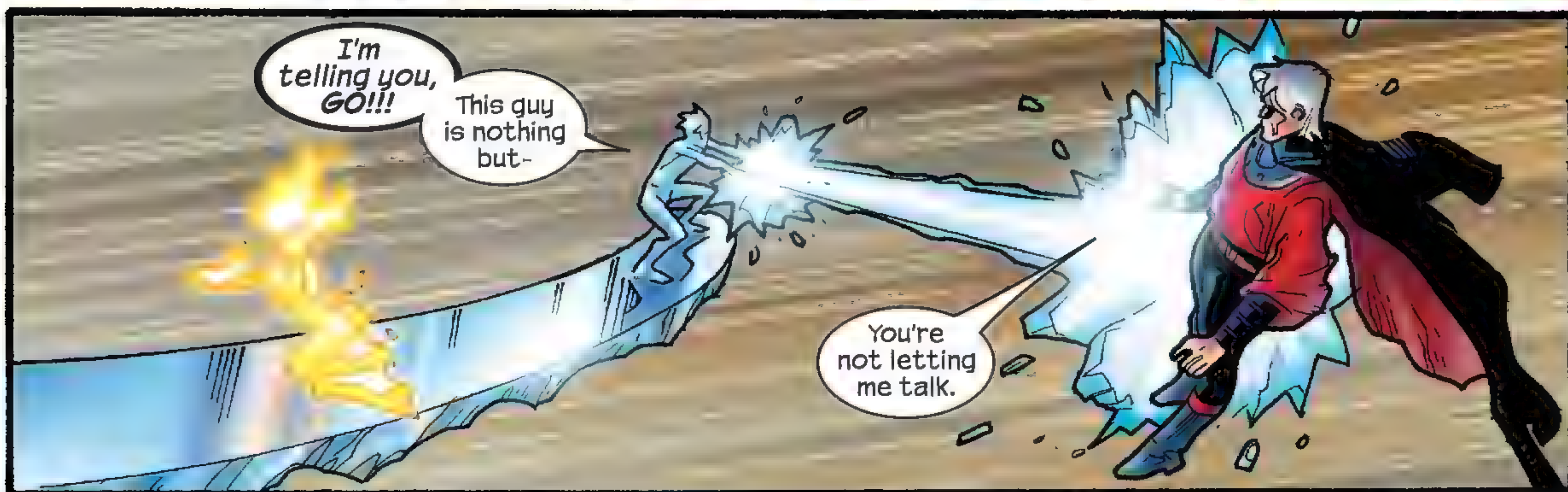
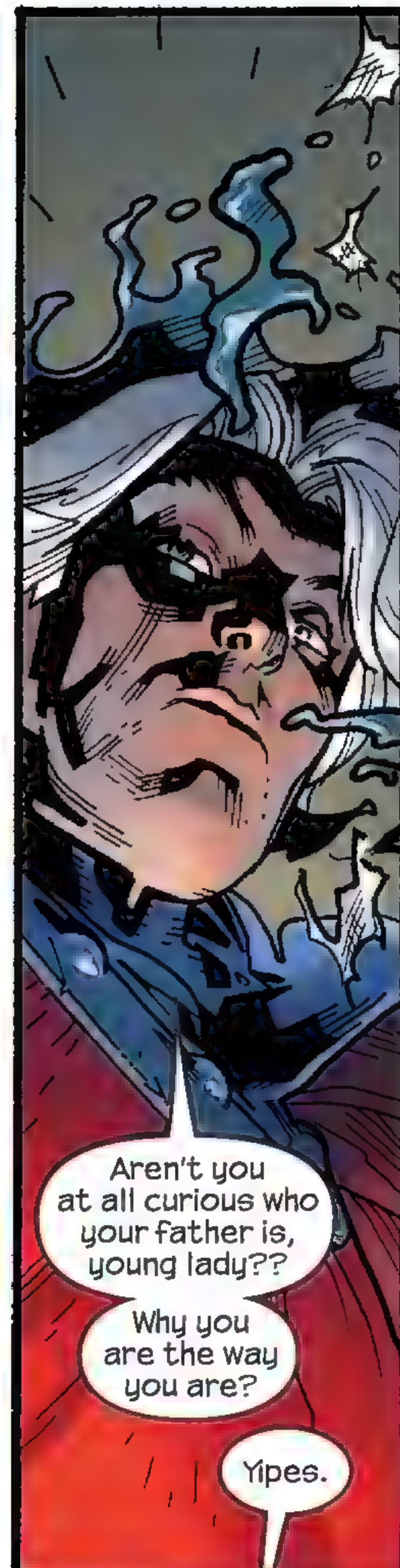
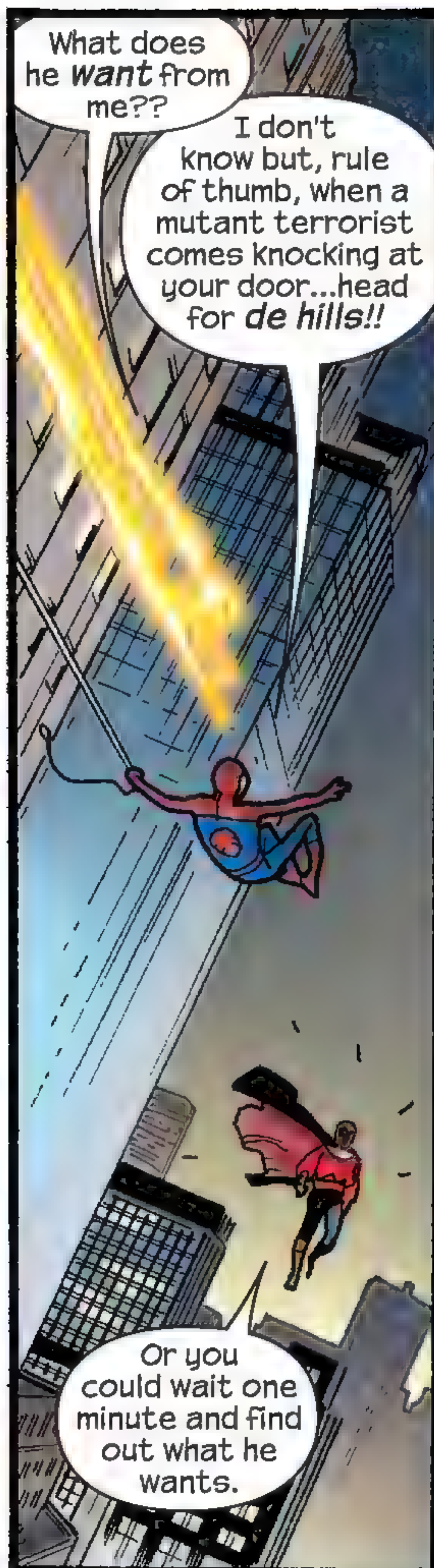




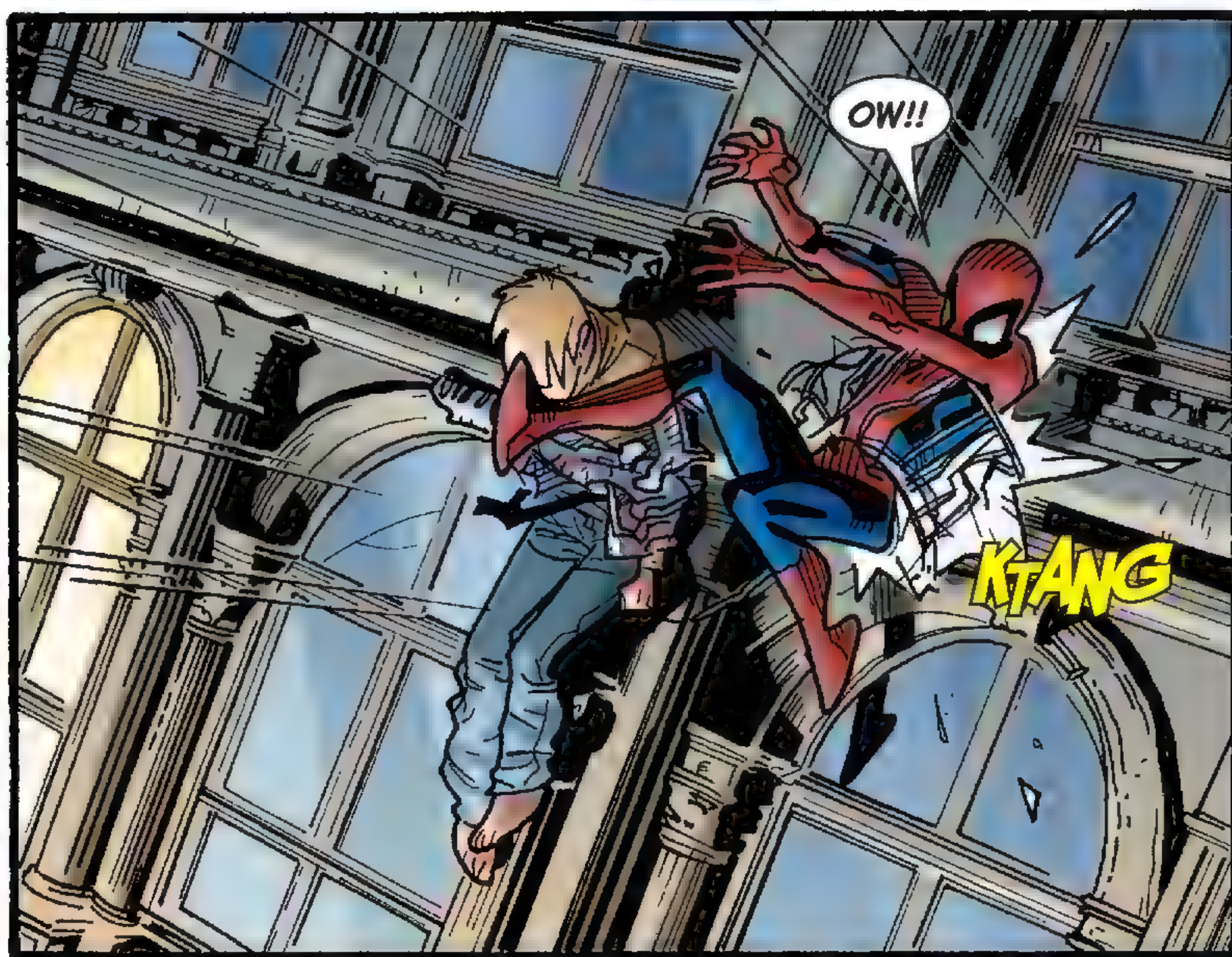
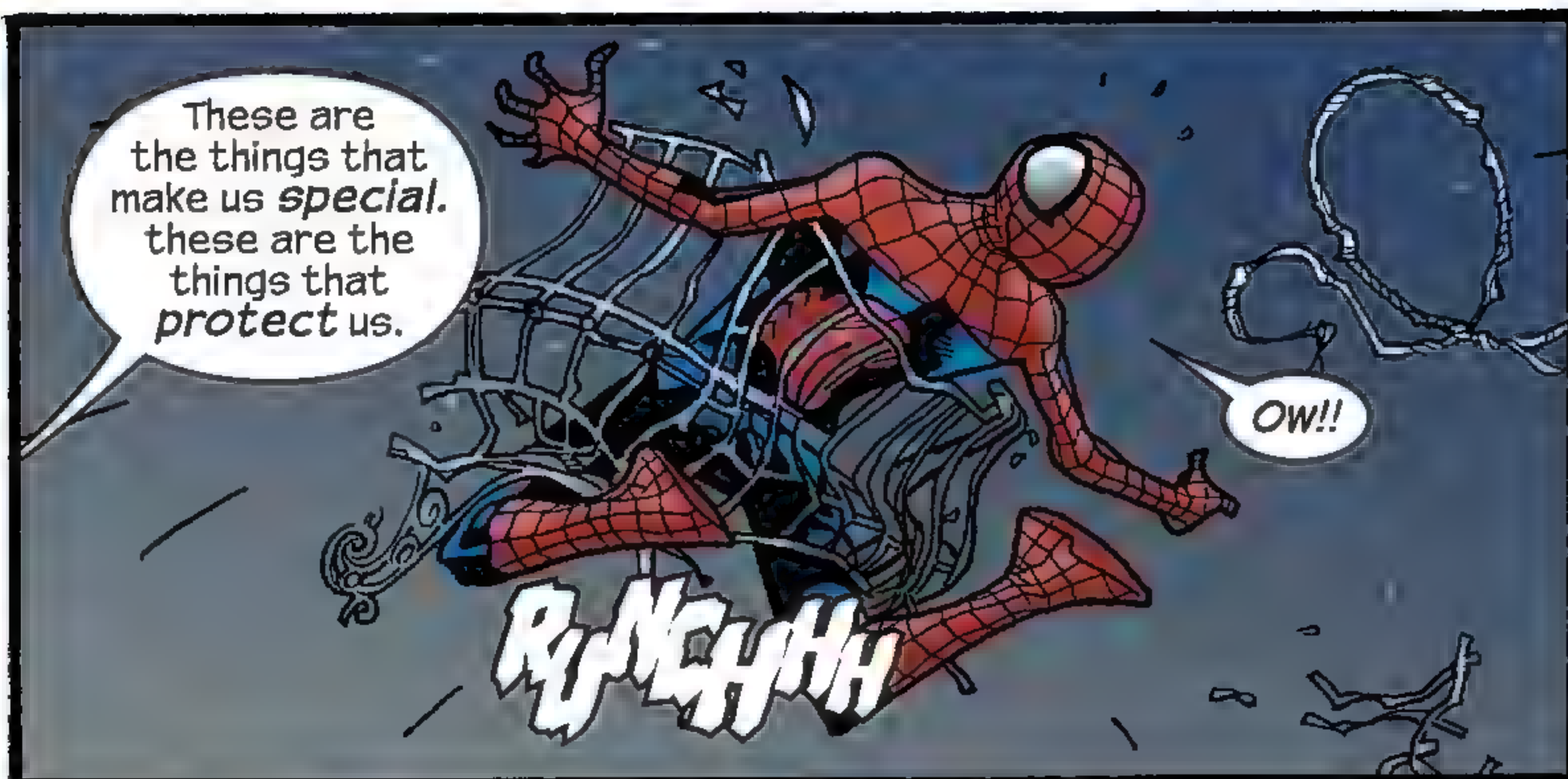
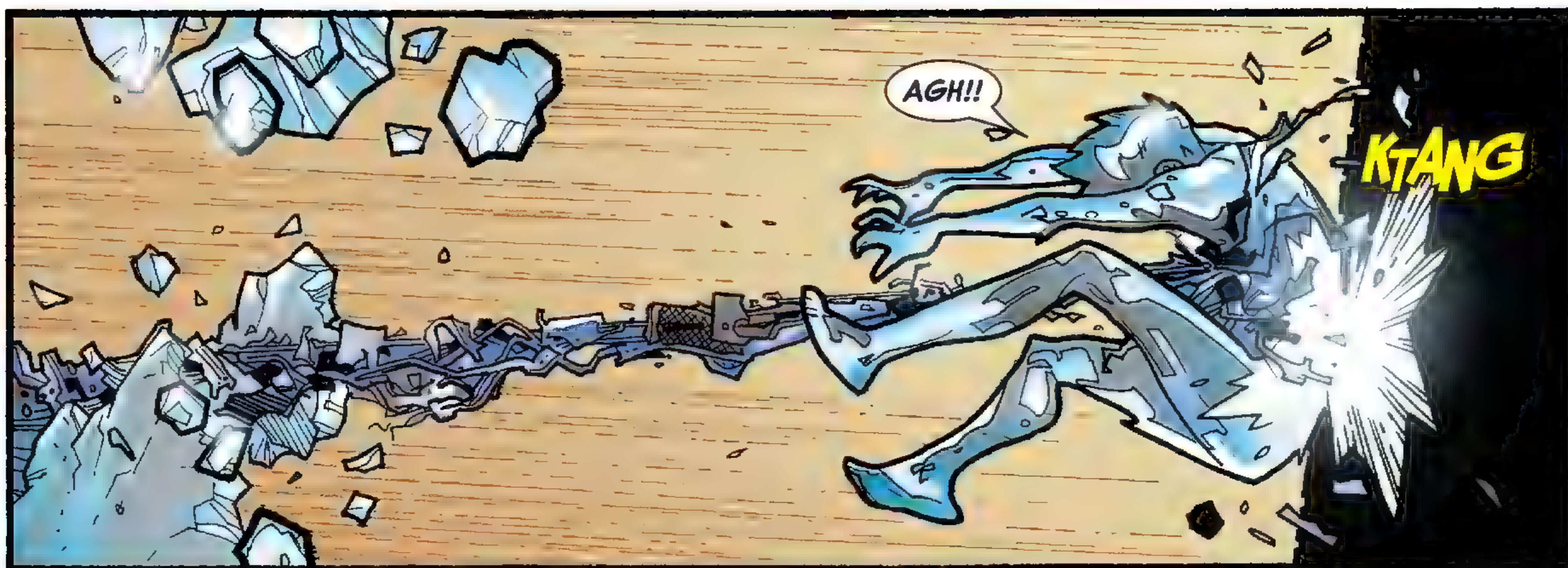




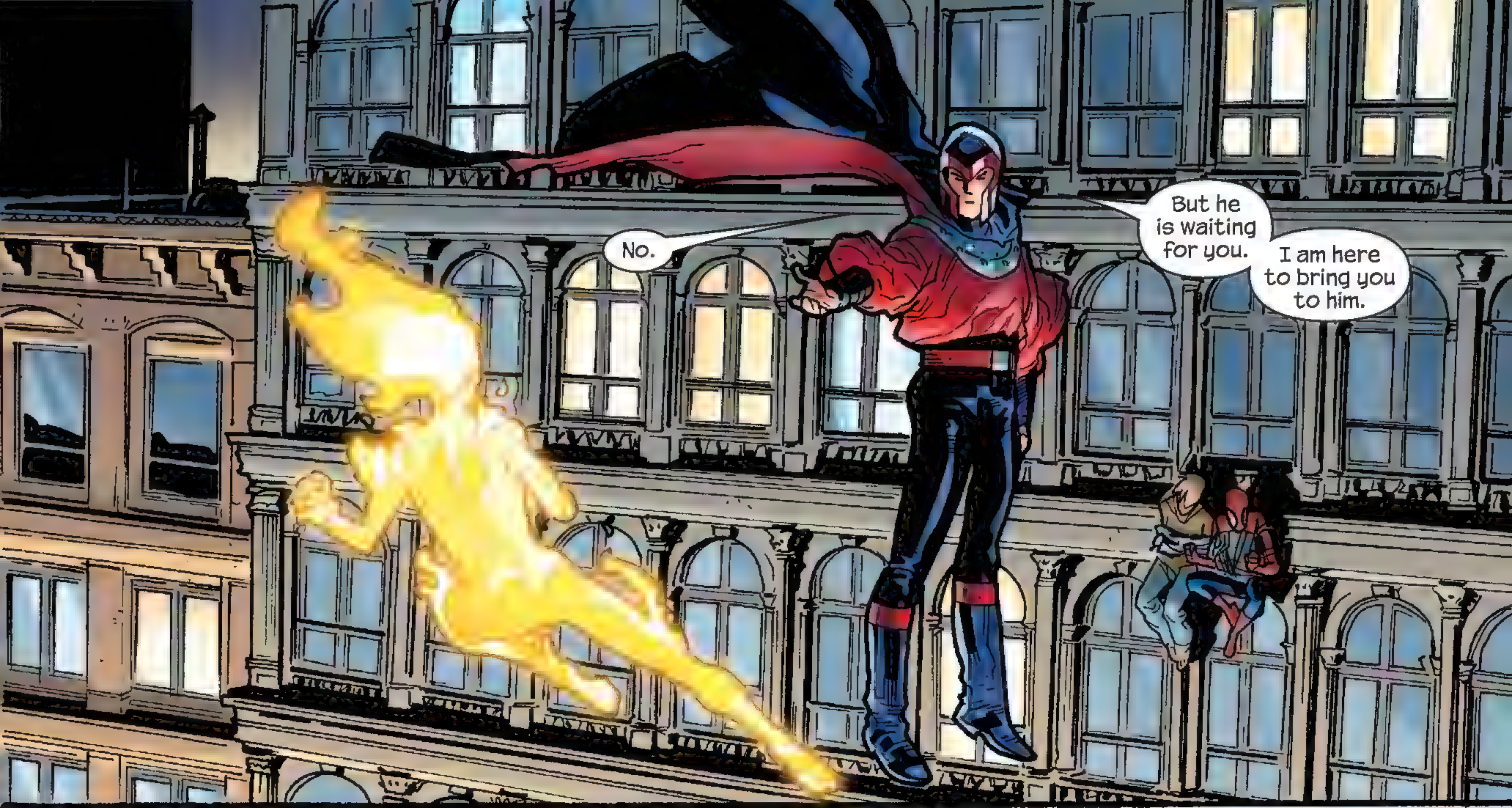












No.

But he is waiting for you.

I am here to bring you to him.

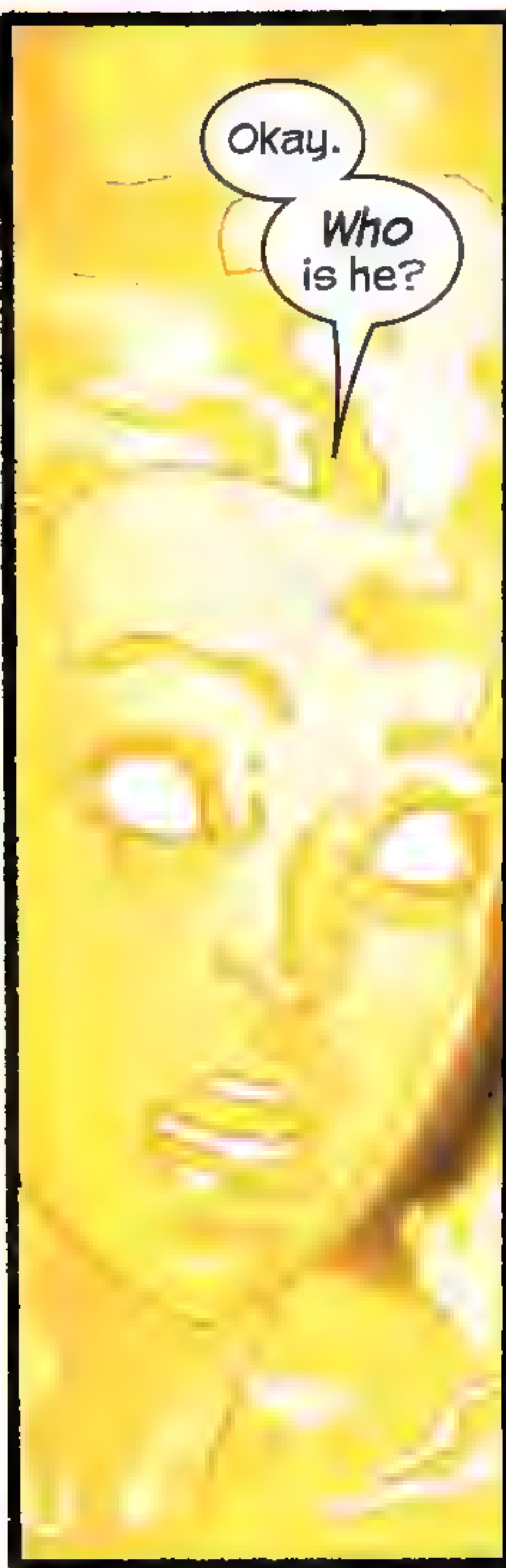


Yeah??

Who is he?



He is one of my Brotherhood.



Okay.

Who is he?



He asked that I bring you to him so that he can reveal himself to you in his own way.

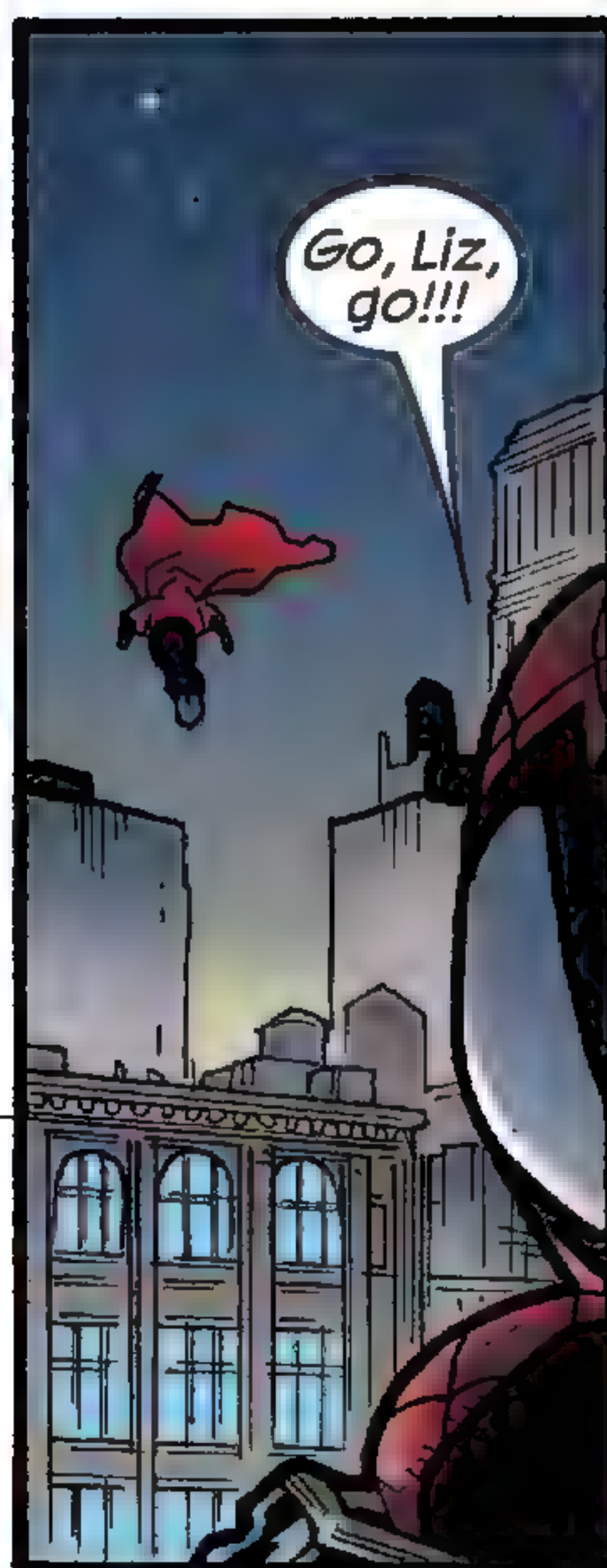
This is so a bunch of bull!!! He's trying to--

Please be quiet, young man, or I will hurt you again.

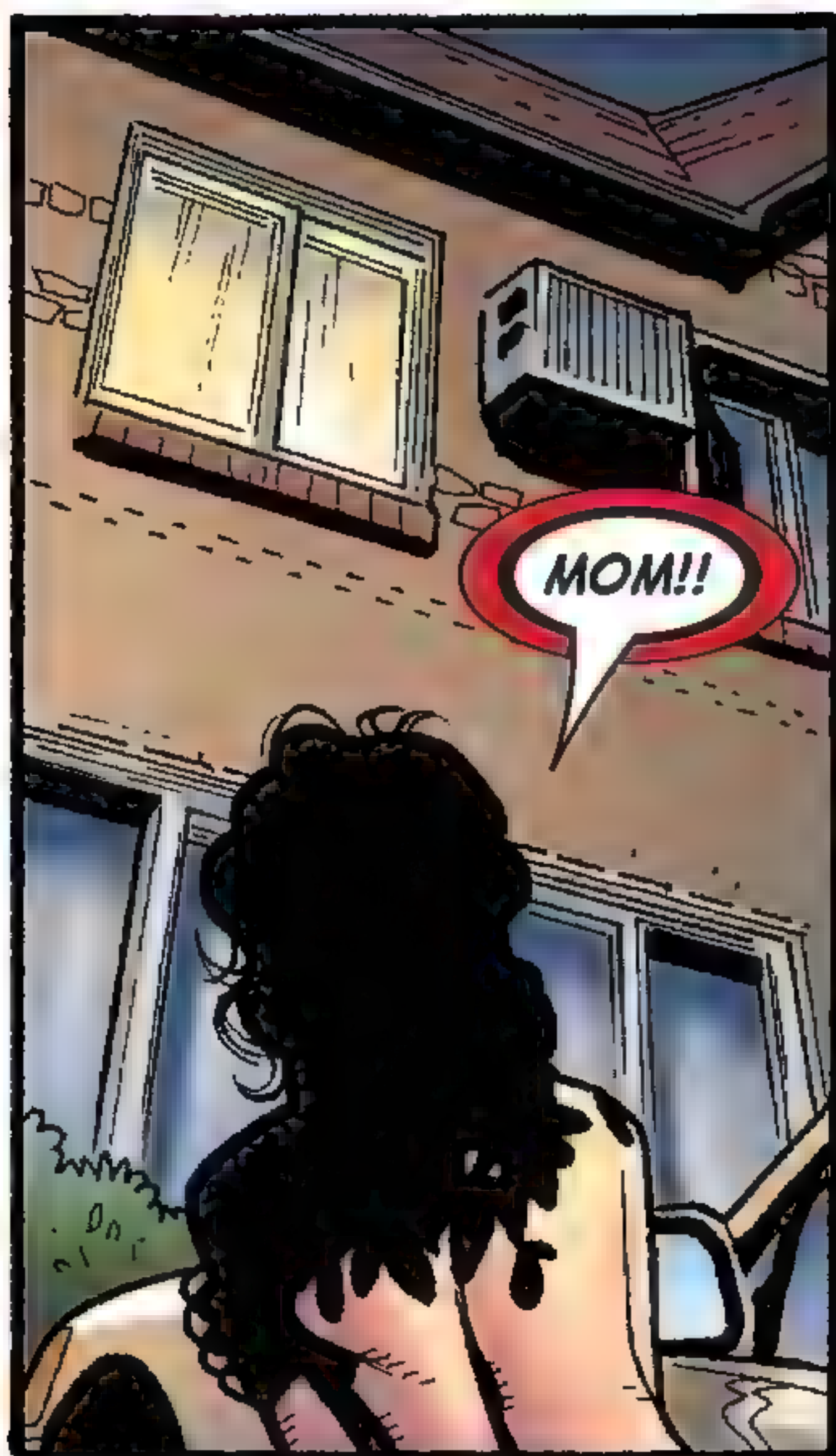
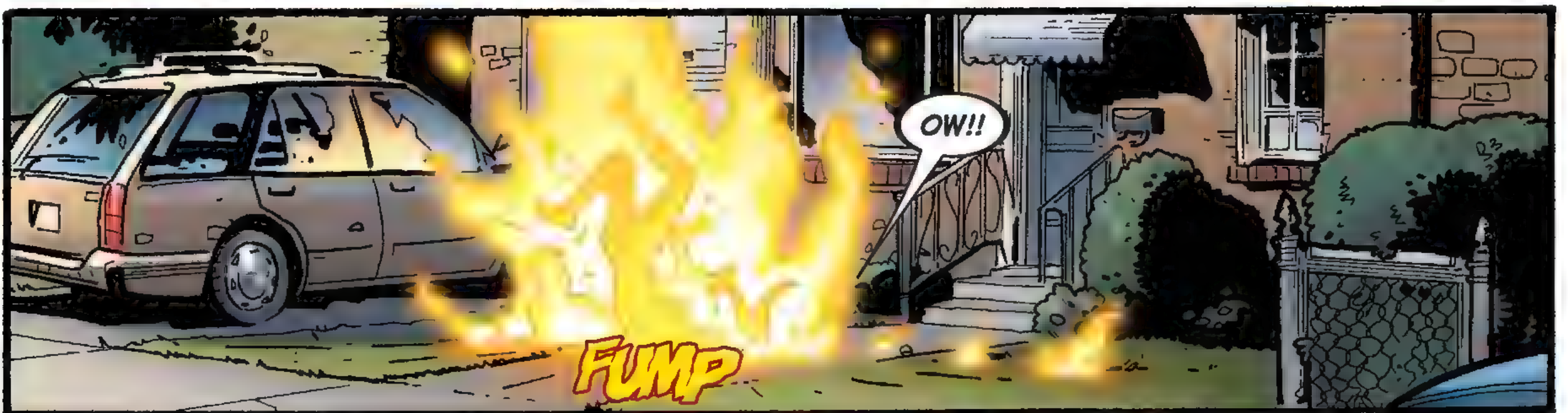


How did you even find me?

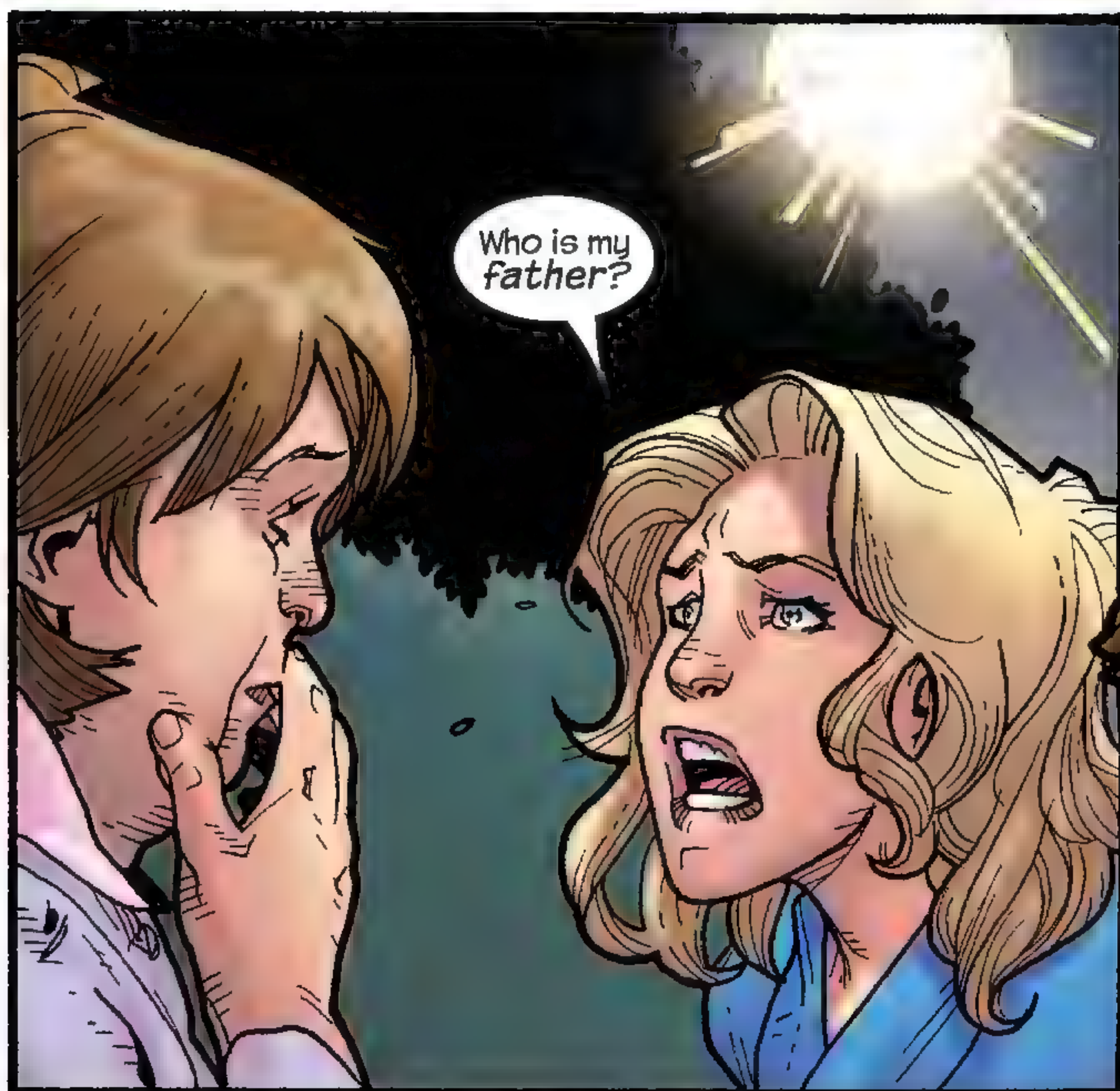
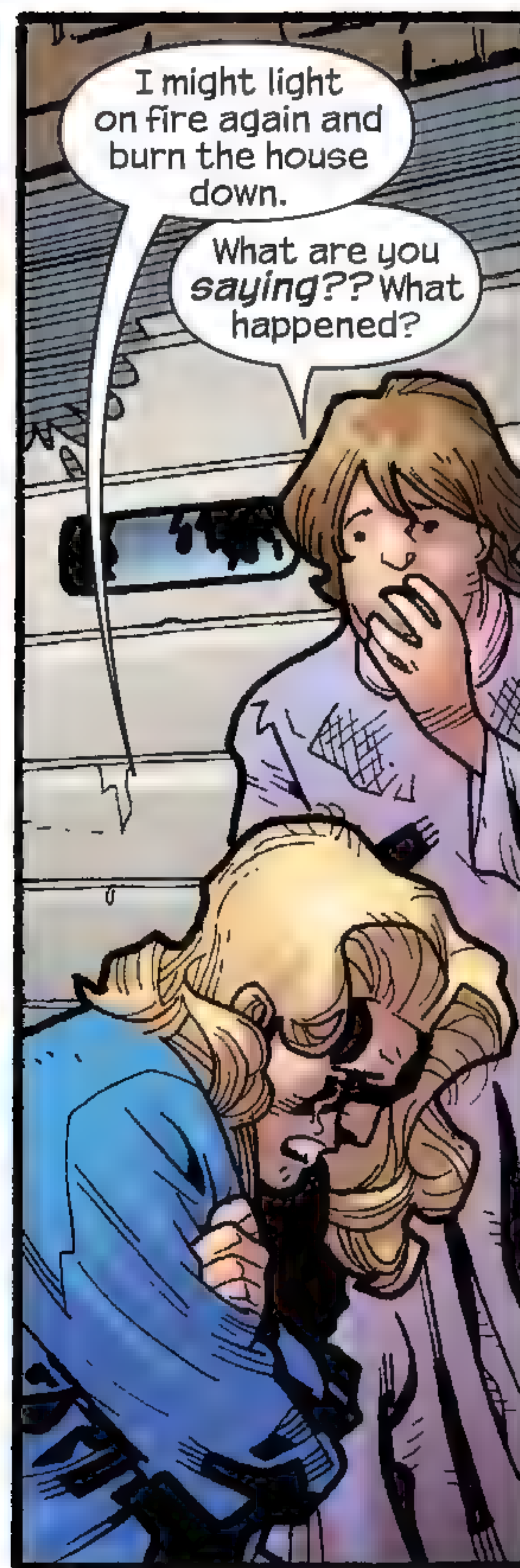
















He's my father!??

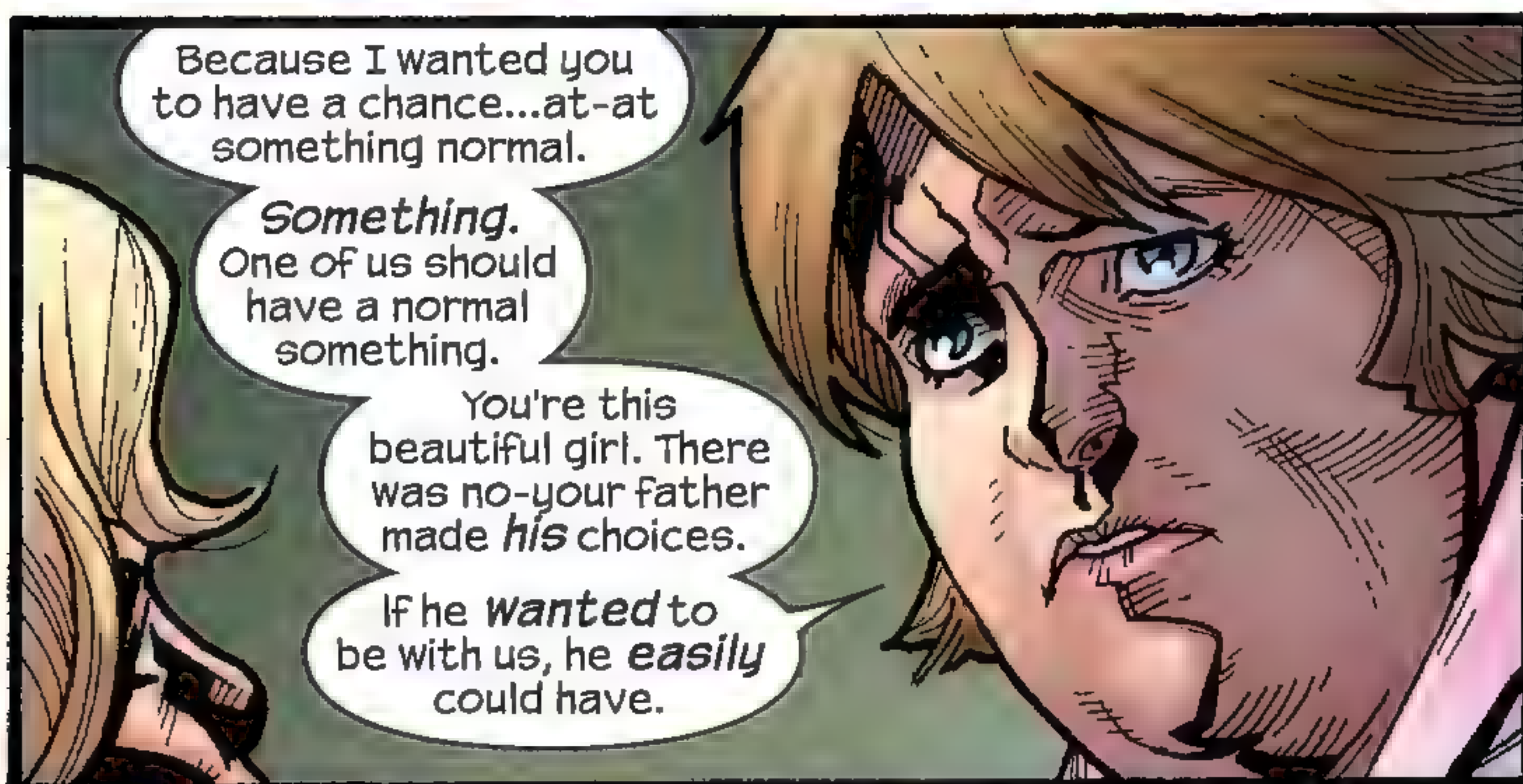


He's the one who kept your father from you.

You said you didn't know who my father was!!

I said I didn't know where he was.

Why'd you lie to me? Why didn't you tell me??

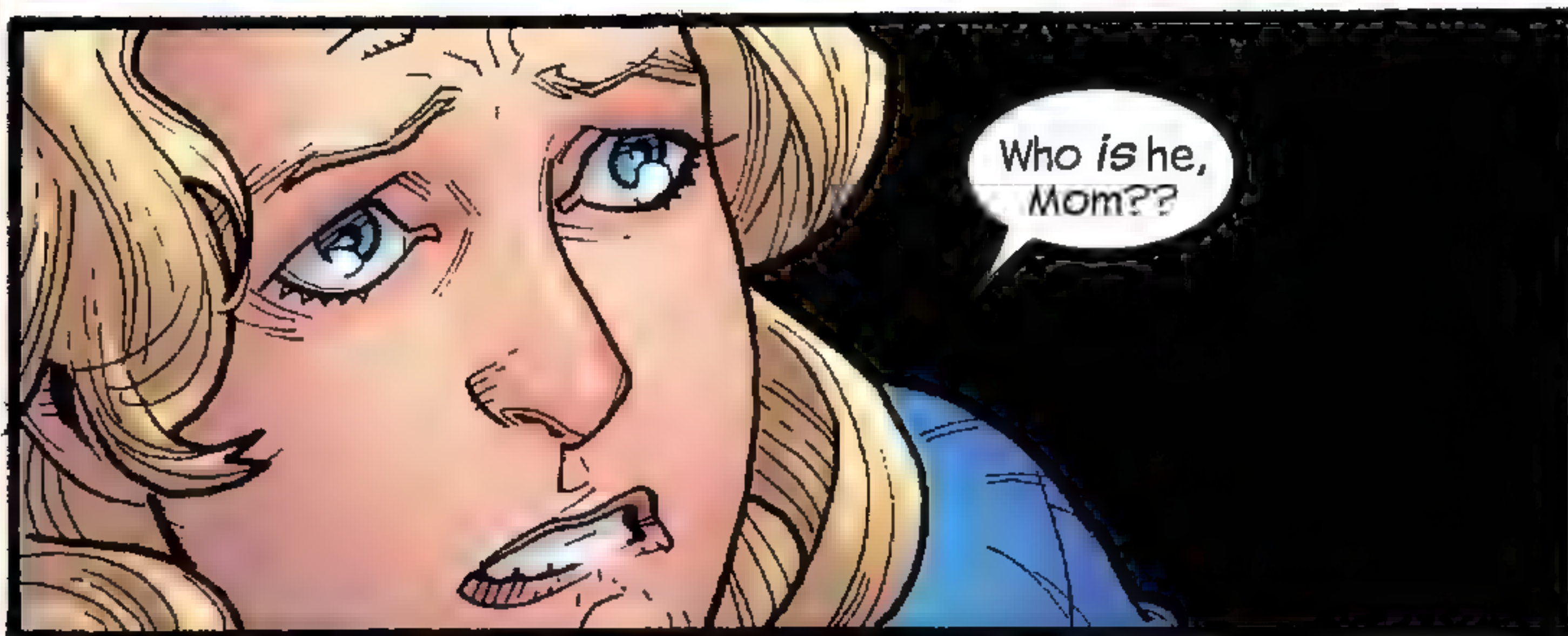


Because I wanted you to have a chance...at-at something normal.

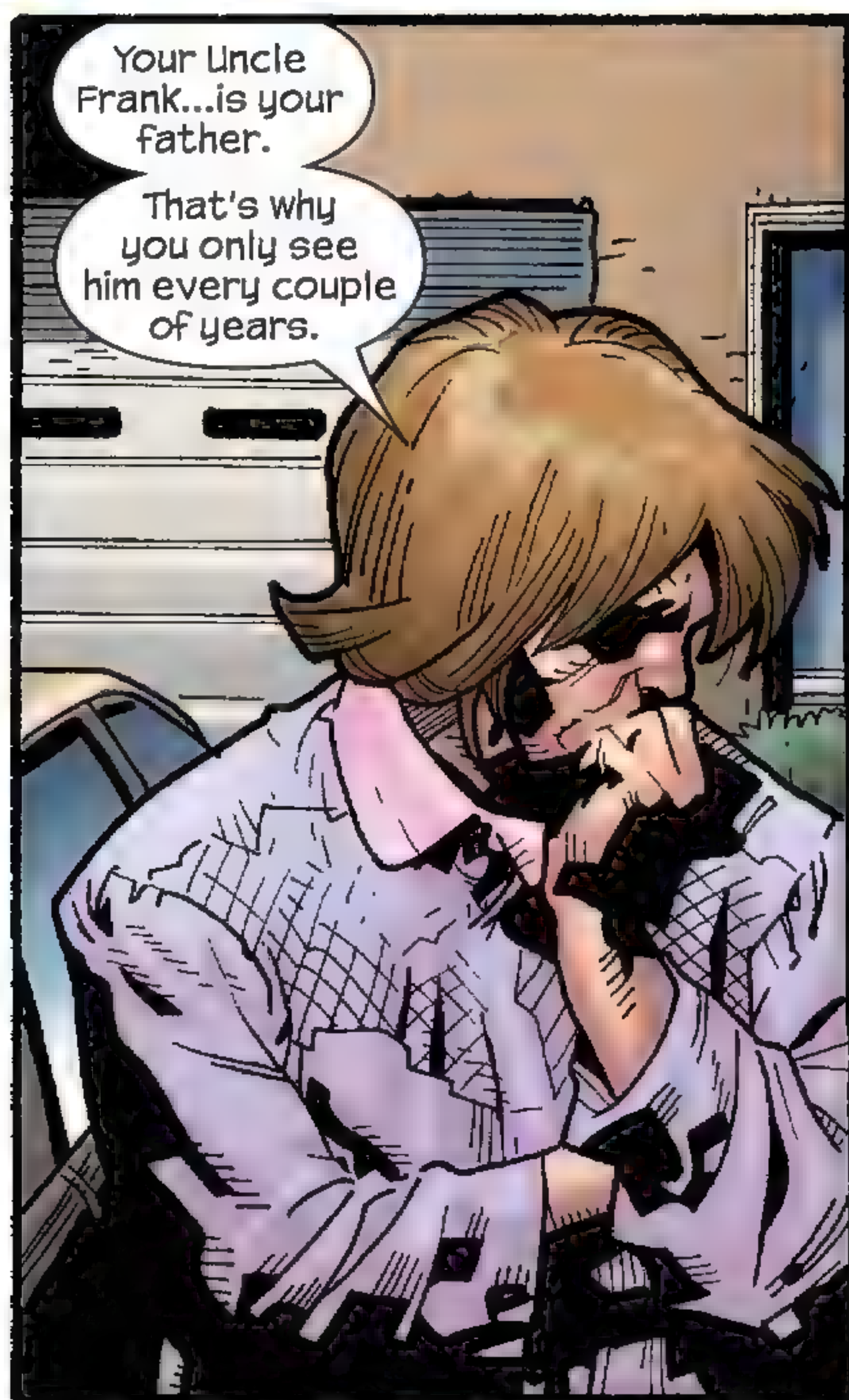
Something. One of us should have a normal something.

You're this beautiful girl. There was no-your father made his choices.

If he wanted to be with us, he easily could have.



Who is he, Mom??



Your Uncle Frank...is your father.

That's why you only see him every couple of years.



That's why you haven't seen him for a while...

I will take you to him.



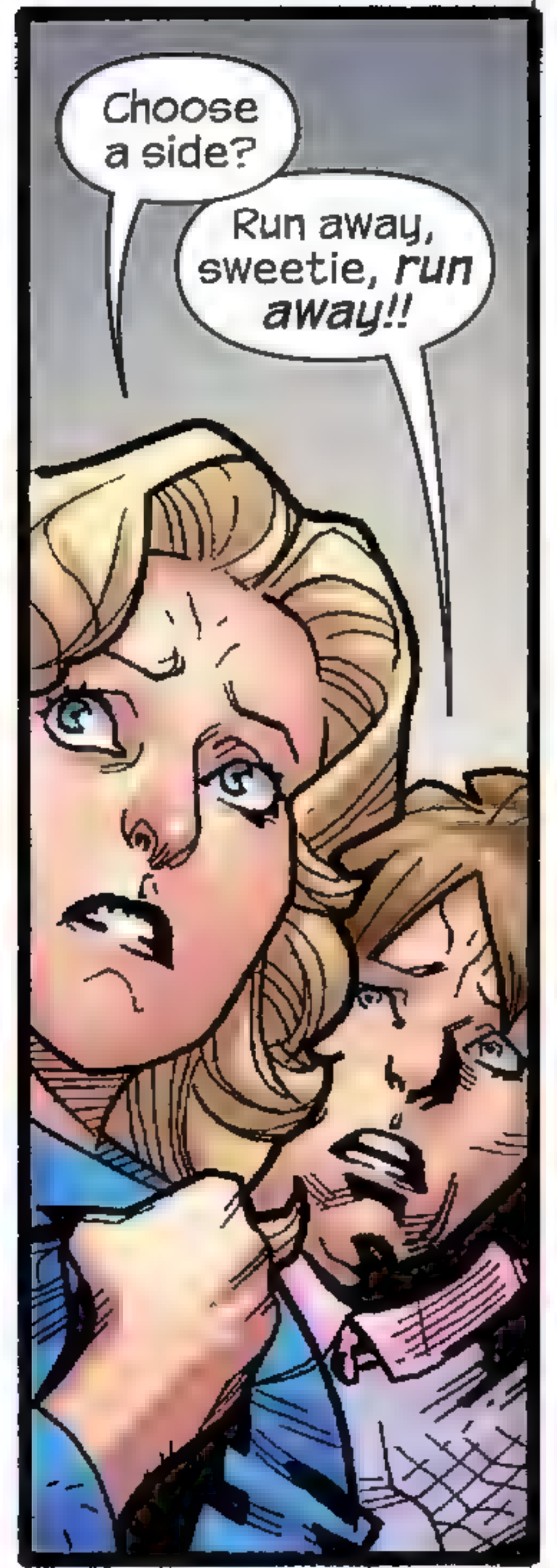
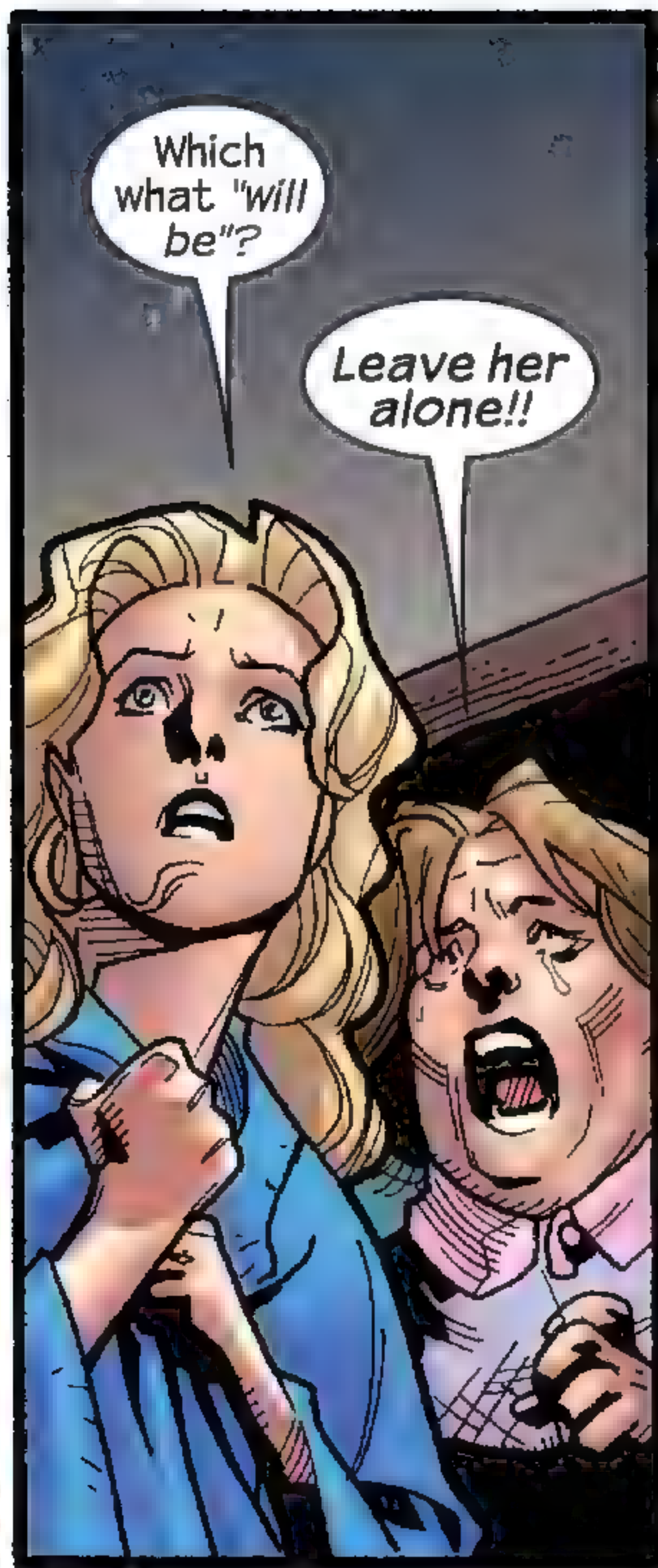
Years ago I promised your father I would. And that's what I will do.

He's with you. He's one of your... "Brotherhood."

Yes.

So he's, like, a terrorist??









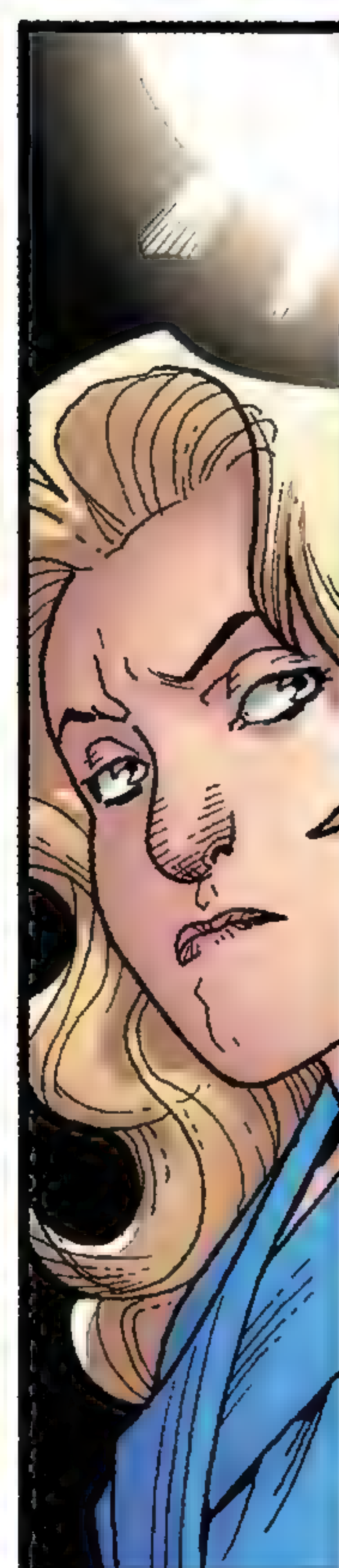
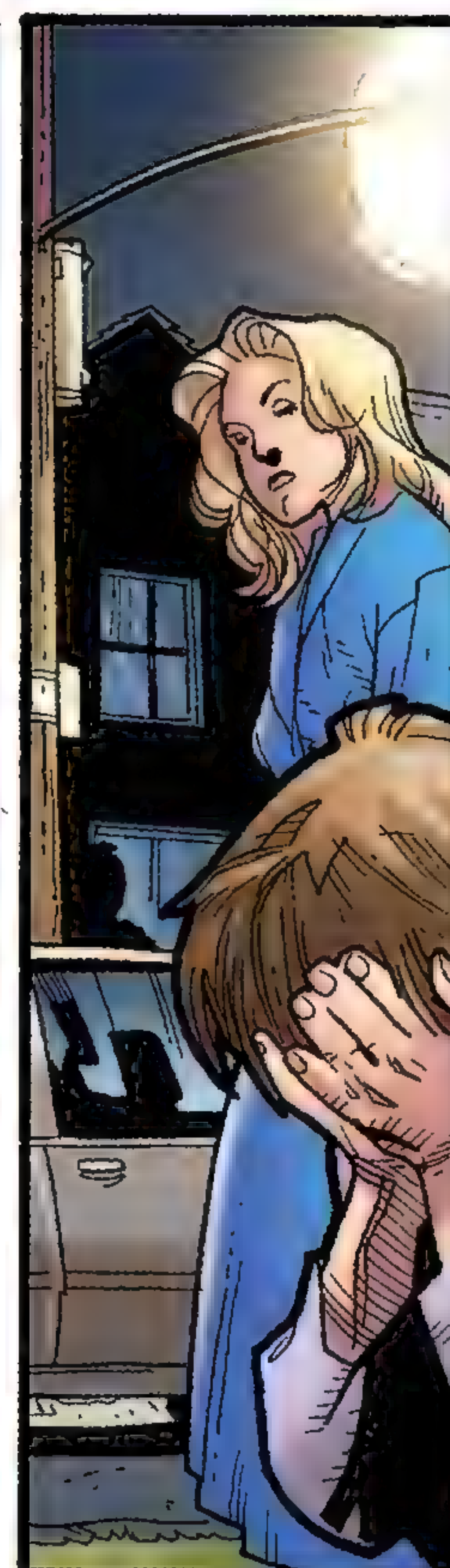
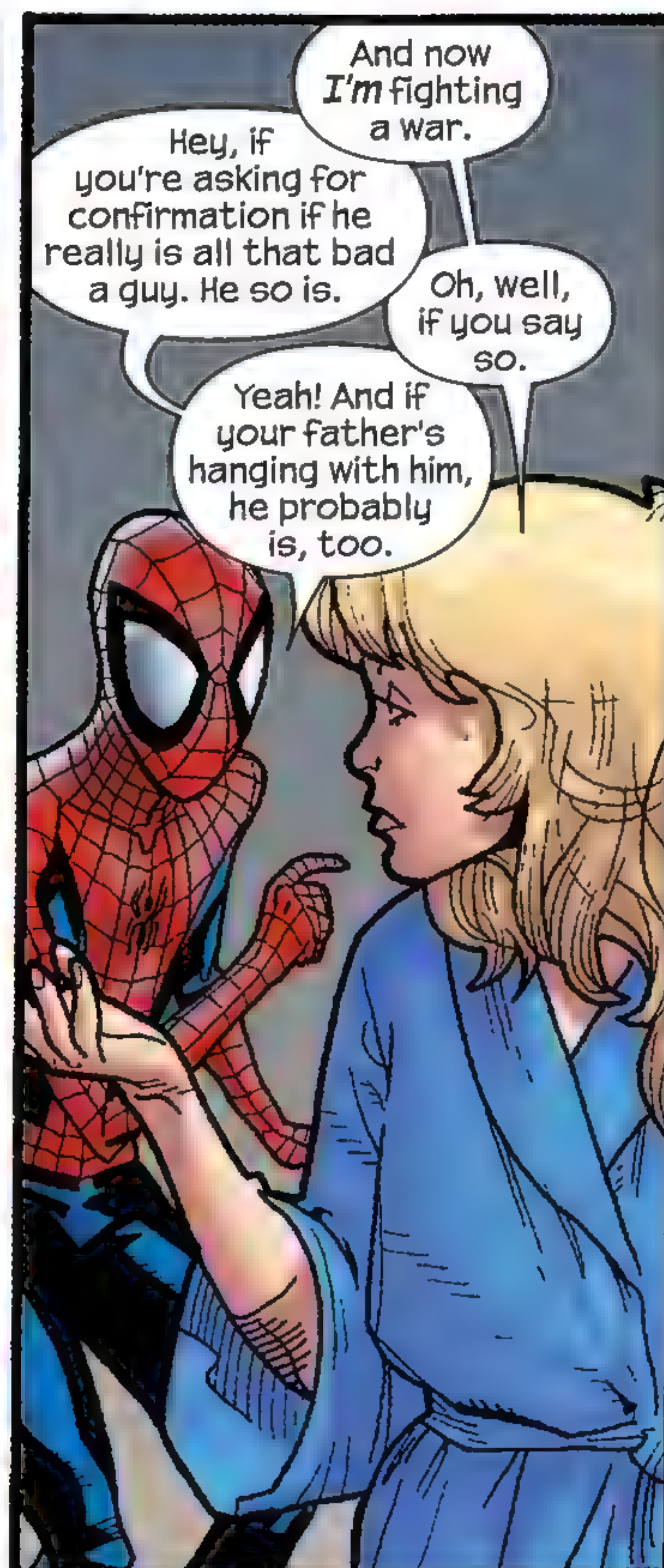
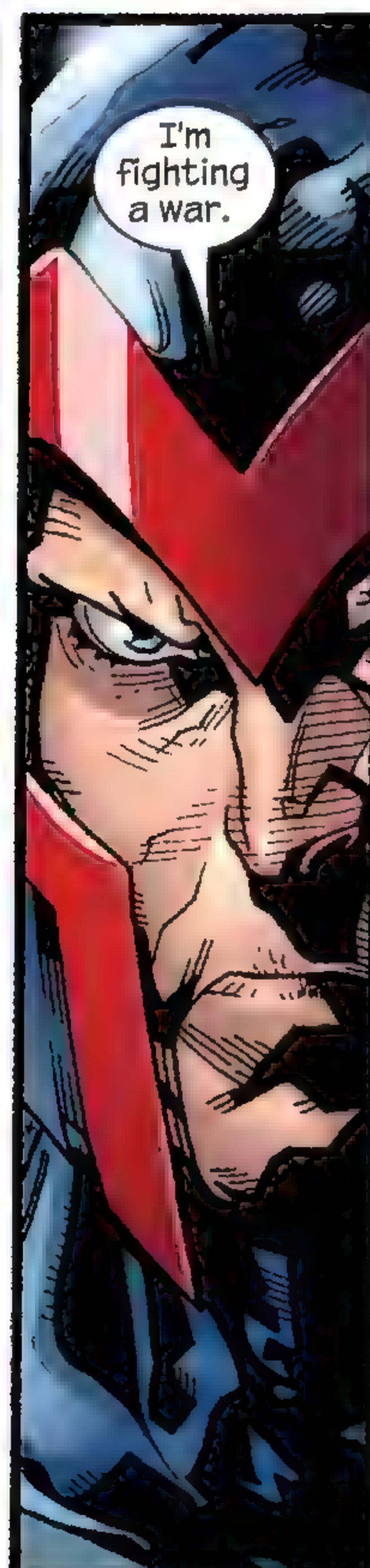
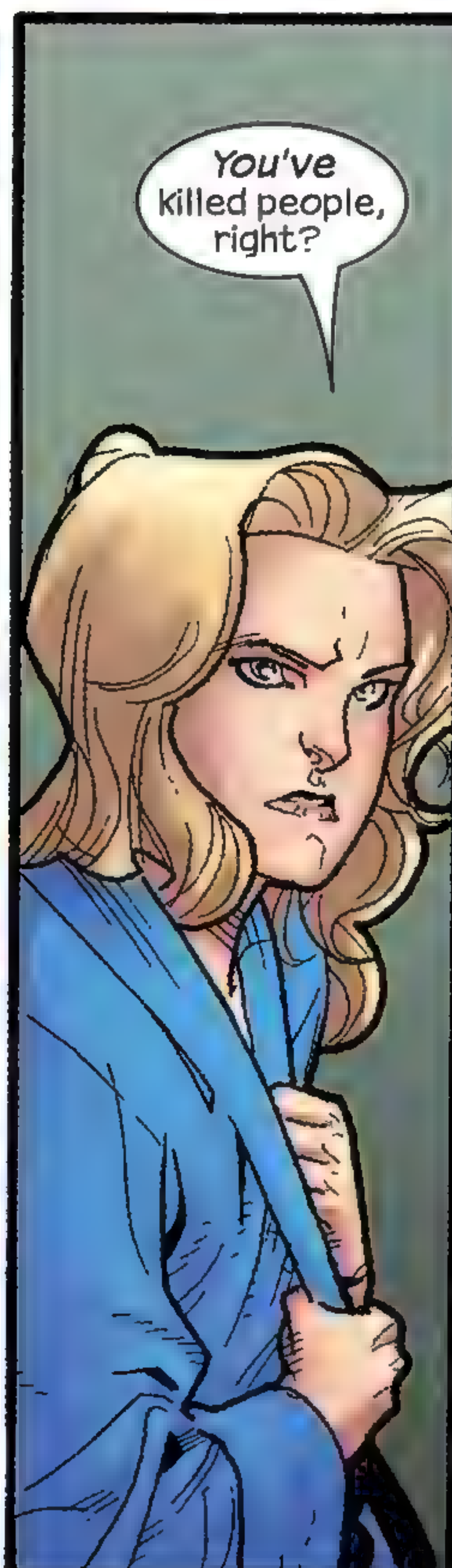
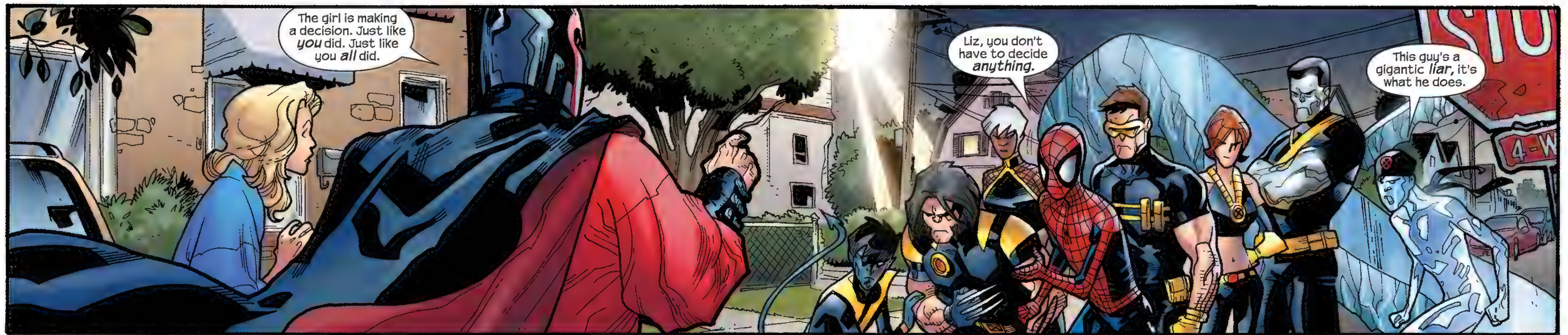
Liz,  
X-Men, X-Men,  
Liz.

Liz, these  
are the *good*  
mutants.

You might  
want to get  
behind them,  
like, right  
now.

Get  
away from  
her, Erik.











The Watsons' Forest Hills, Queens.



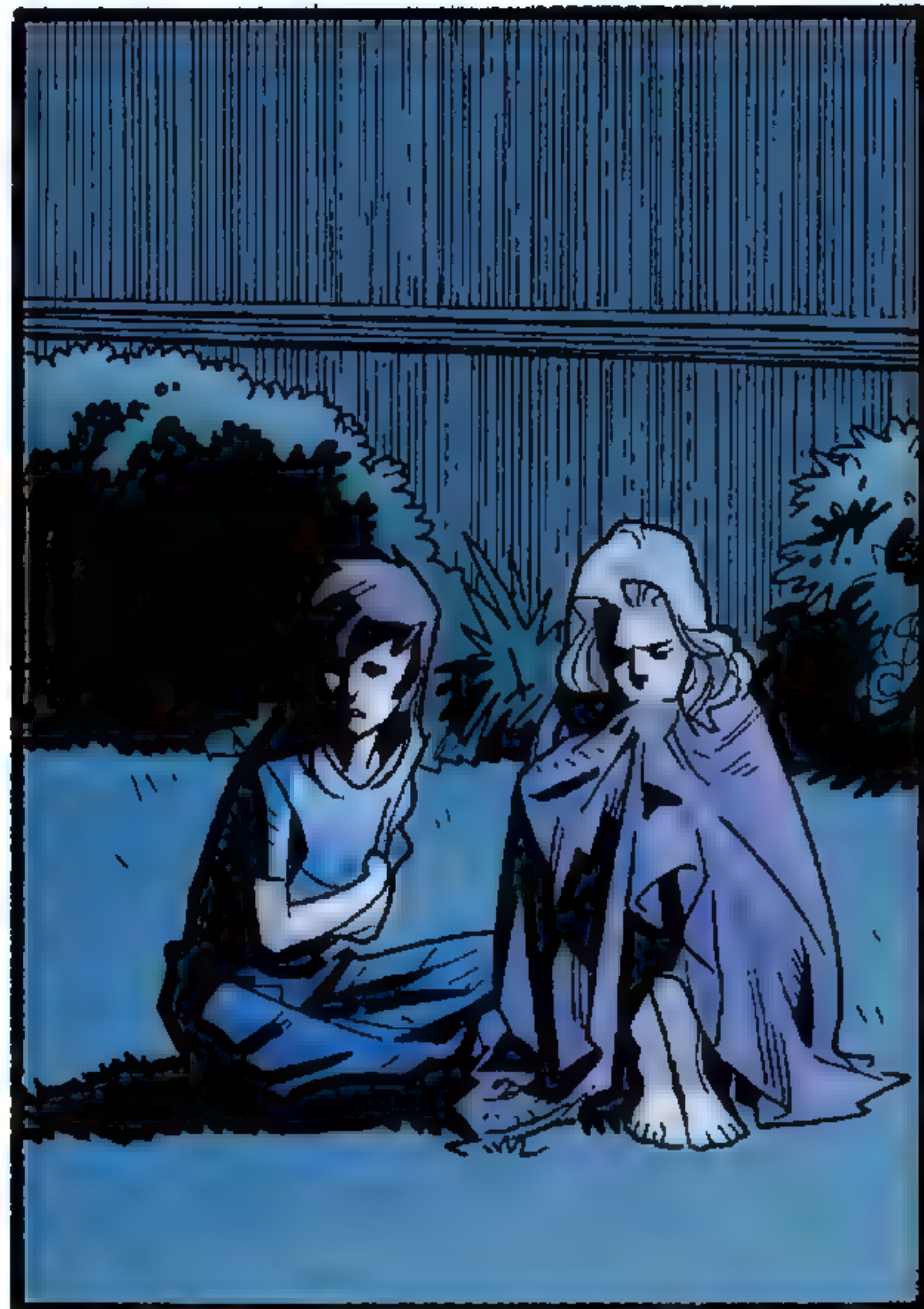
Oh, man. Are you okay?



No, MJ. No, I'm really not!!  
Come inside and we'll get some--  
No. I'm too scared. I don't want to burn anything.



What do you want to do?  
I just want to sit here.



So *who's* your father?  
An evil mutant terrorist.  
Oh, man.  
The X-Men, the X-Men were on my lawn, MJ.  
We should talk to Kitty Pryde.  
Why?



Well, she's a mutant we know. She was an X-Man.  
She's a jerk.  
She's not.  
You *hate* her.  
I don't. She's...listen, she's someone we know who's like you.



Ugh!!  
You know what I mean.



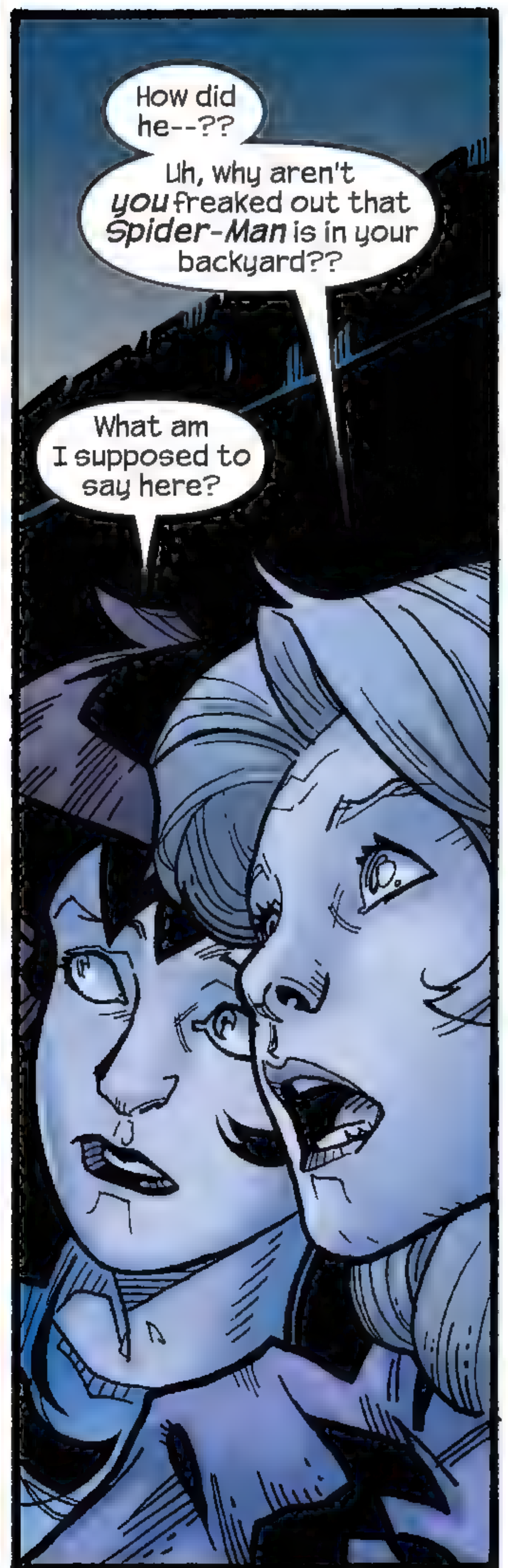
What happened to Harry Osborn, exactly?  
I--  
Uh...  
How would I know?  
He wasn't a mutant.





His dad ruined him. And then killed him.

How did you--??



How did he--??

Uh, why aren't *you* freaked out that *Spider-Man* is in your backyard??

What am I supposed to say here?



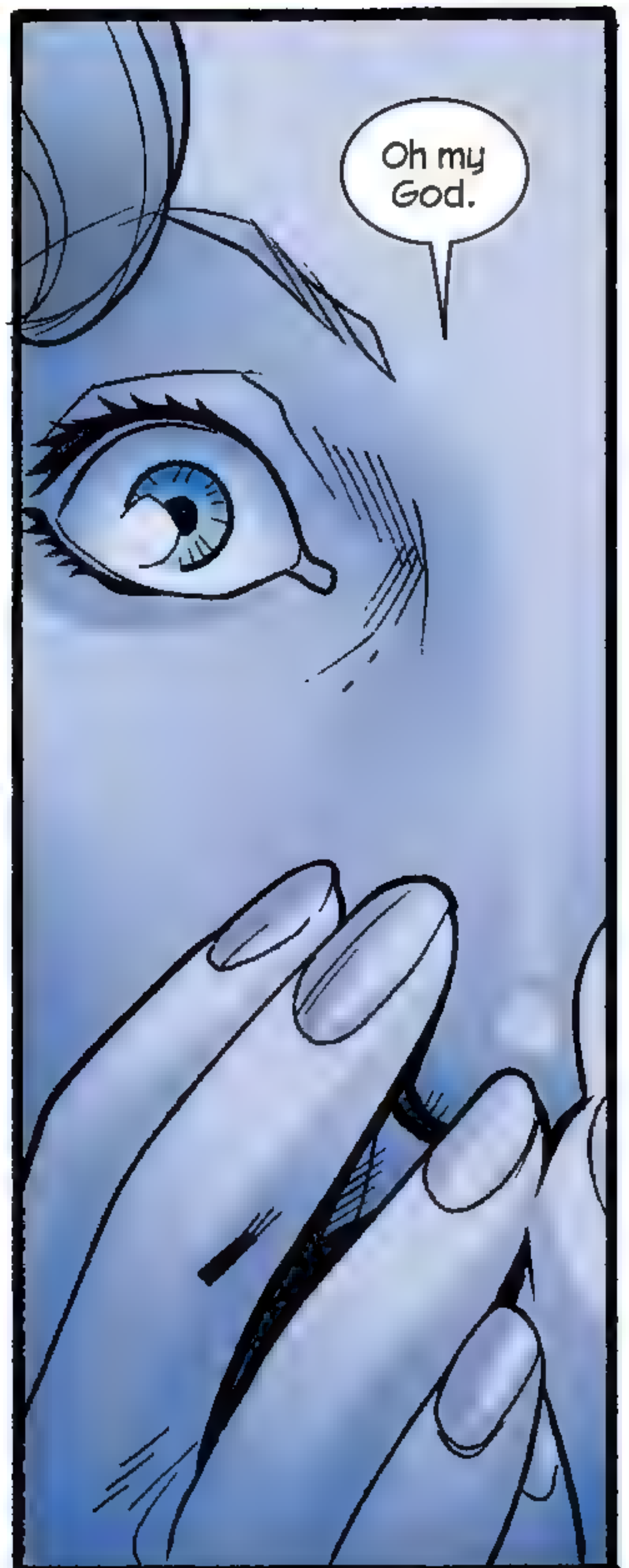
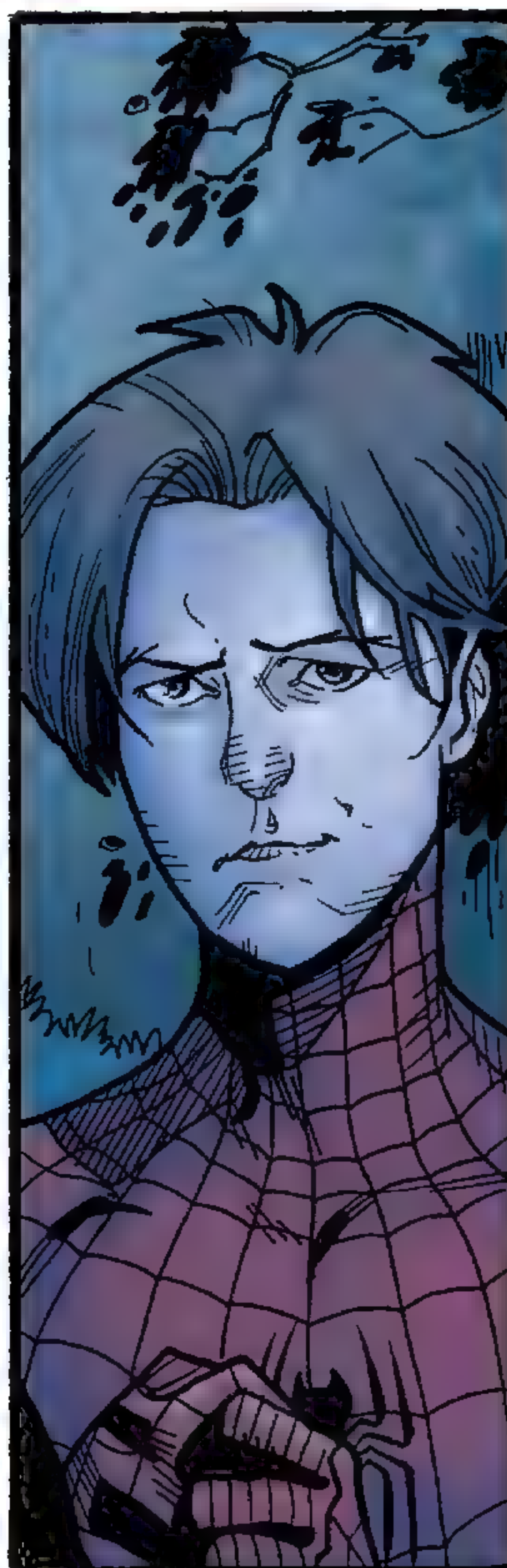
I'm thinking this is a big enough thing where I have to trust her.

I think so, too. But it's your call.

Who is he?



Who are you?



Oh my God.





What's going on with you and what happened to Harry are two completely different things.

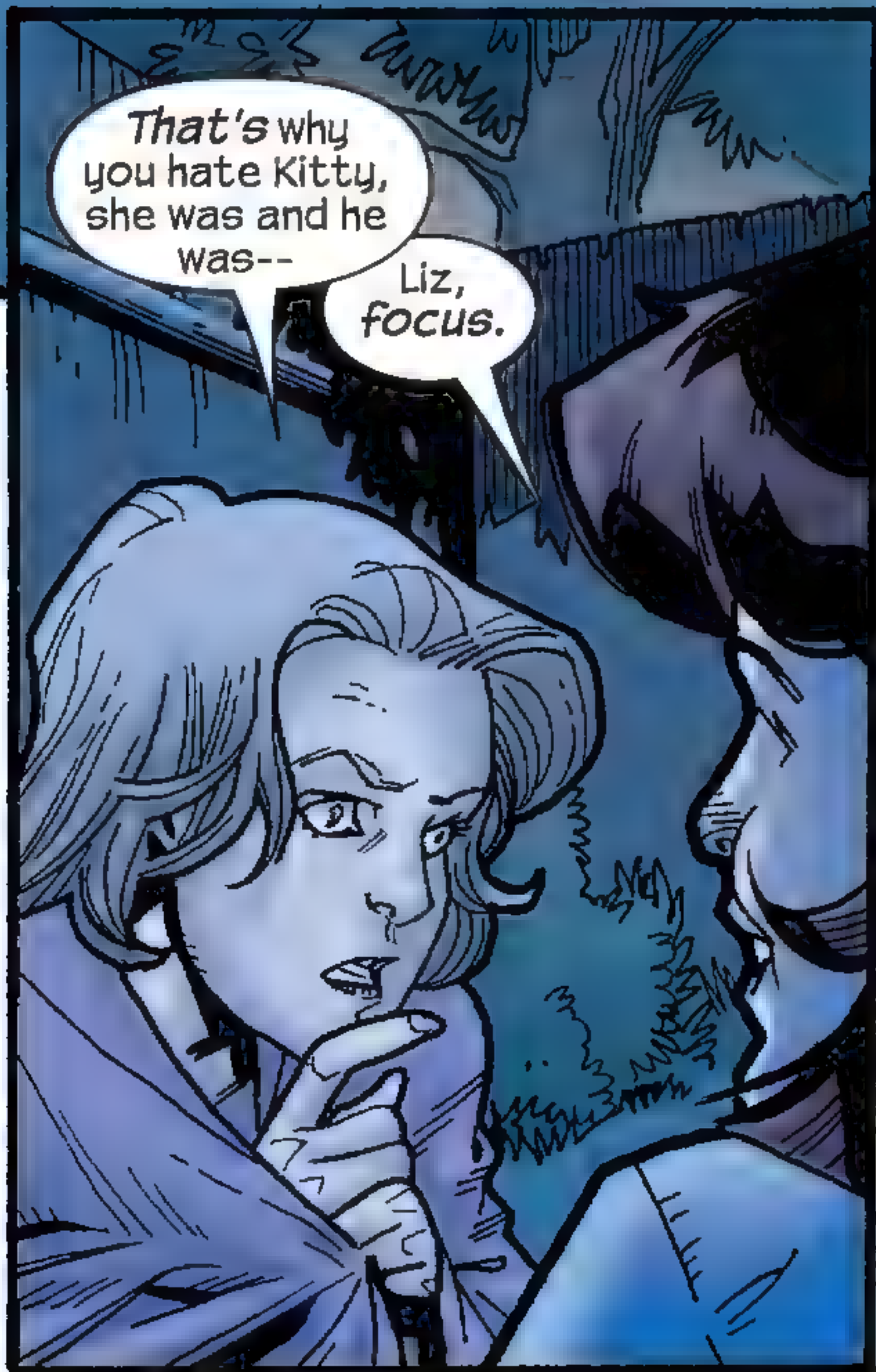
Oh my God.

Oh my God!!

Oh my God.

The reason I pulled the mask off is I wanted you to believe that I know a little something about what's going on here.

And I can help you.



That's why you hate Kitty, she was and he was--

Liz, focus.



You!! The-the-whole time with this??

Yeah.

Wow, I did not see that at all.



Well, we've known each other since we were babies. Since second grade.

And this, what's going on with you tonight...this is *big*. This is as big as it gets.

I've been through this. This is scary.

I didn't burn my clothes off, but it was still scary.



Wow. So you, Harry...

I was the only one at school *without* powers.

You can't tell anyone, Liz.

Oh, I know.

Ever.

Okay.

Ever ever, as long as you live.



Okay. I promise.

But, okay, what do I do now?

You come with me.



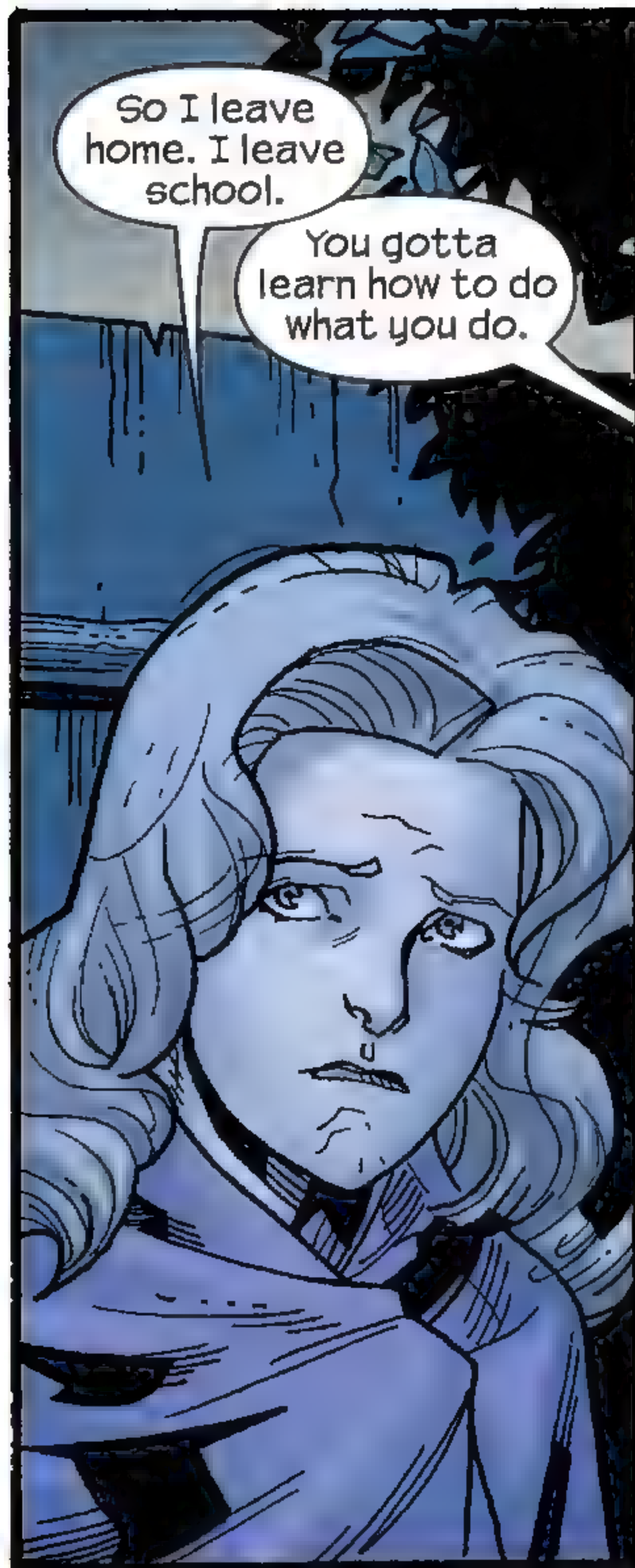


You need to train. You need to be safe for a while. You don't need Magneto crawling up your nose again.

Wow.

I should just go to school with the X-Men.

For a while. If you like it, stay. If not... you do what you gotta do.



So I leave home. I leave school.

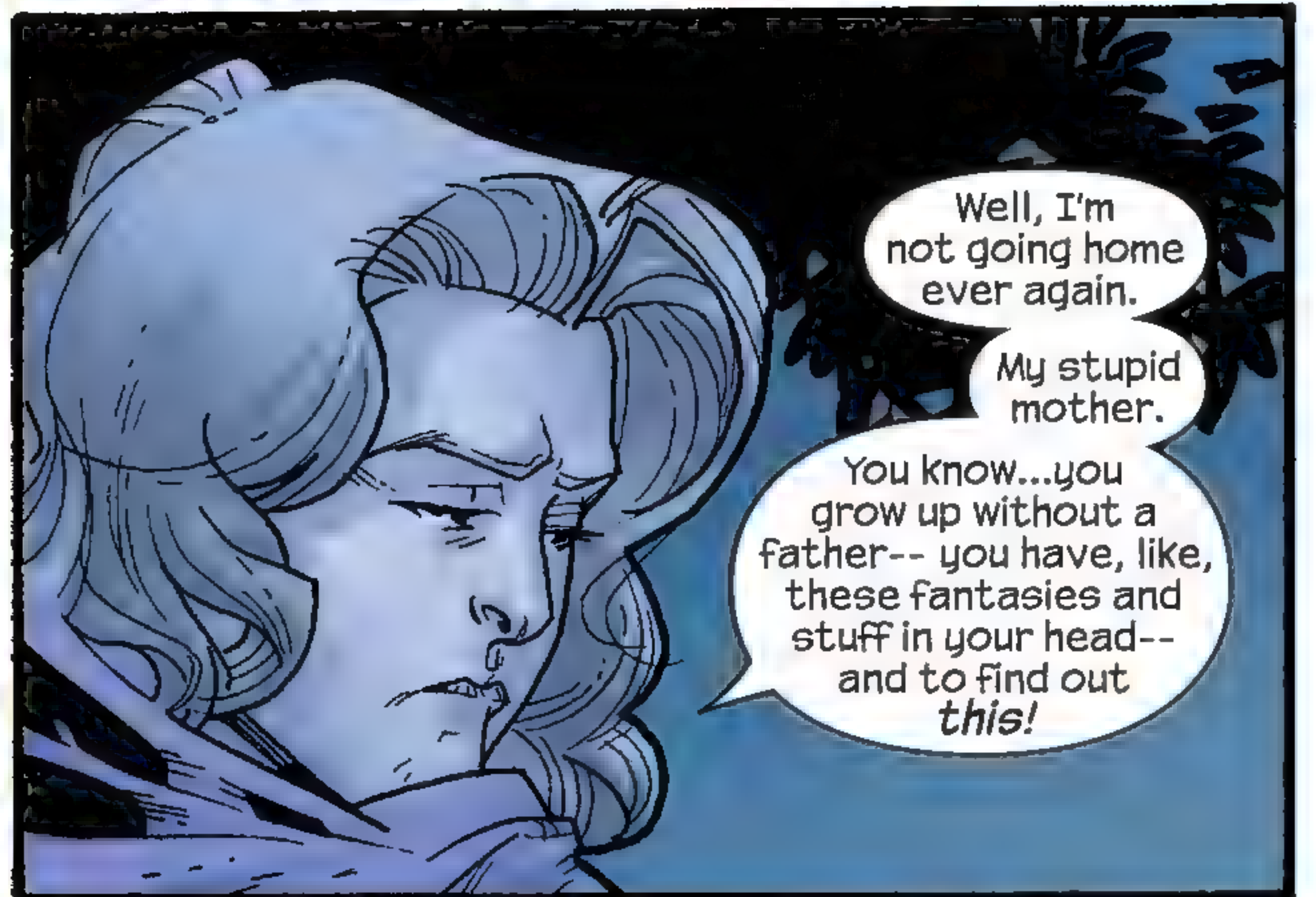
You gotta learn how to do what you do.



Exactly, and these are the guys to do it. They're the guys.

The others think Magneto is going to go get your father and come look for you.

If you don't want any part of that...let's go and get out of here.



Well, I'm not going home ever again.

My stupid mother.

You know...you grow up without a father-- you have, like, these fantasies and stuff in your head-- and to find out *this!*



Oh, I know.

Hey, imagine if your evil dad was, like, in your life the whole time. That sounds way worse.



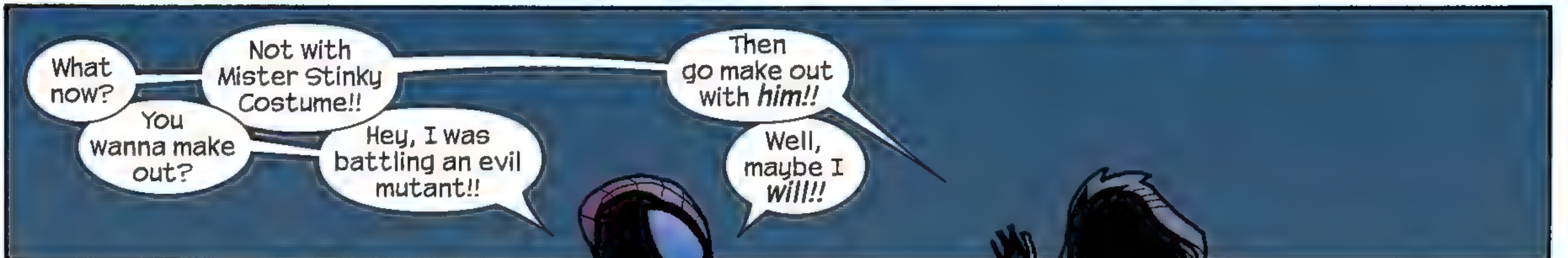
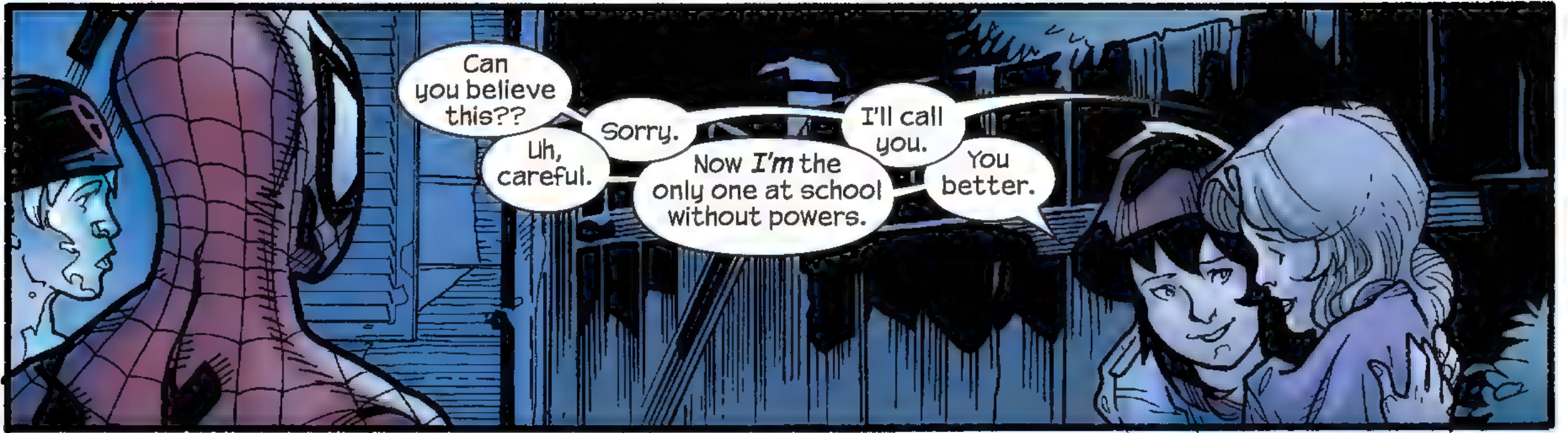
Okay.

Okay!!

I'm going to need some clothes.

Oh yeah, and you'll get a uniform that won't burn off and everything.







The Savage Land. Years Ago.

Erik,  
can-can I talk  
to you?

Magneto.  
*Really?* You're  
sticking with that?  
You want me to *call*  
you Magneto.

Erik is the  
name humans  
gave me.

You'll  
get used  
to it.

Um, okay,  
see...

The last time  
I went for supplies.  
I-I got in touch with  
this chick I used to  
hook up with when I  
was working at  
the circus.

When you  
were a *circus*  
*freak* called  
the Blob.

Well, yeah,  
anyways, I was  
just calling to say  
wassup and, um,  
well, she's had  
a kid.

And...it's  
*yours*?

Well,  
yeah.

And this girl...  
was she in the  
freak show  
with you?

What? No.  
No. It's just a girl  
I met. In the  
audience.

A  
human?

Yeah, I mean,  
I think so.

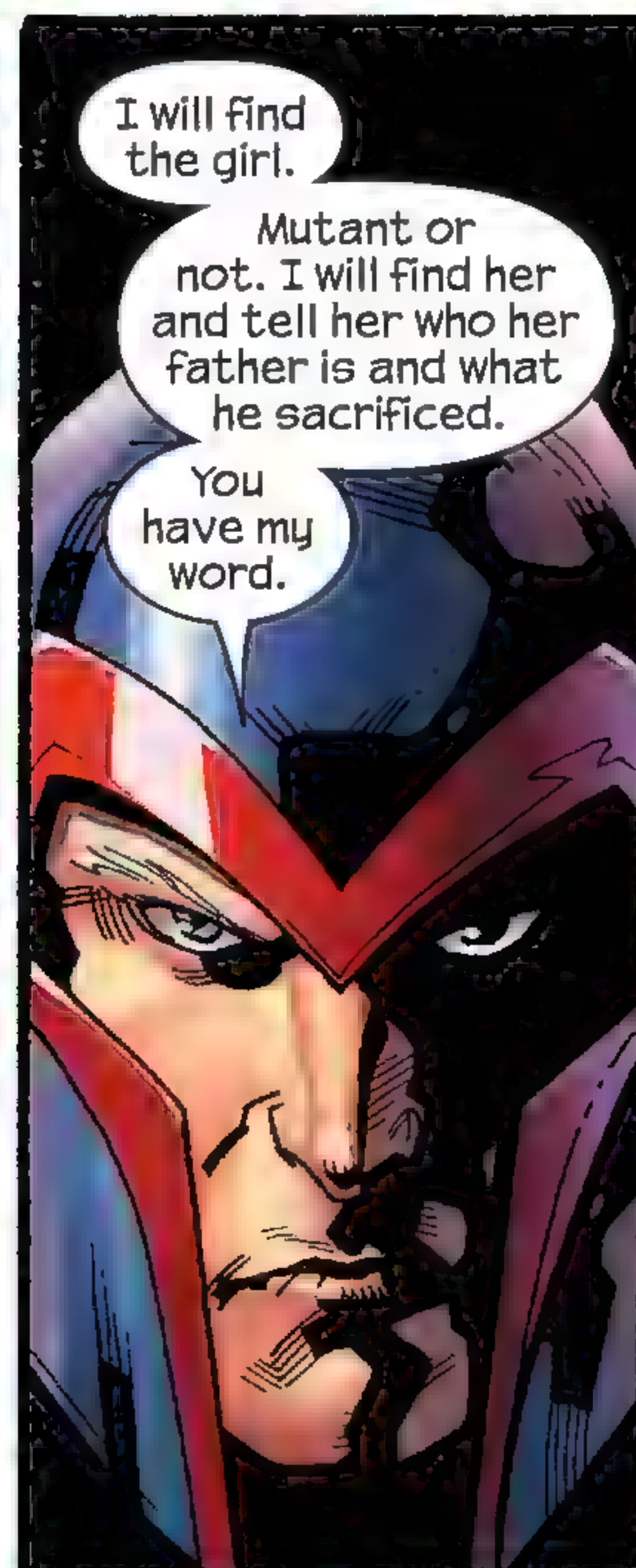
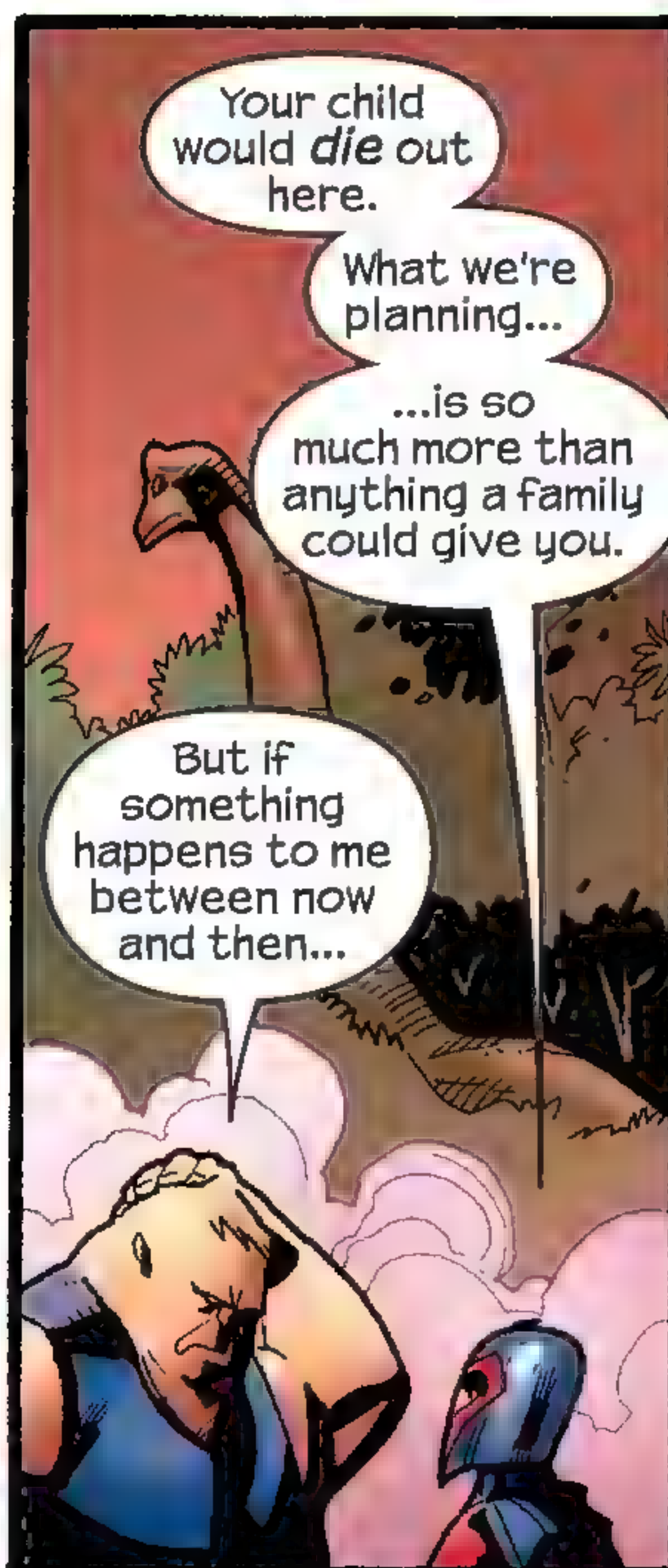
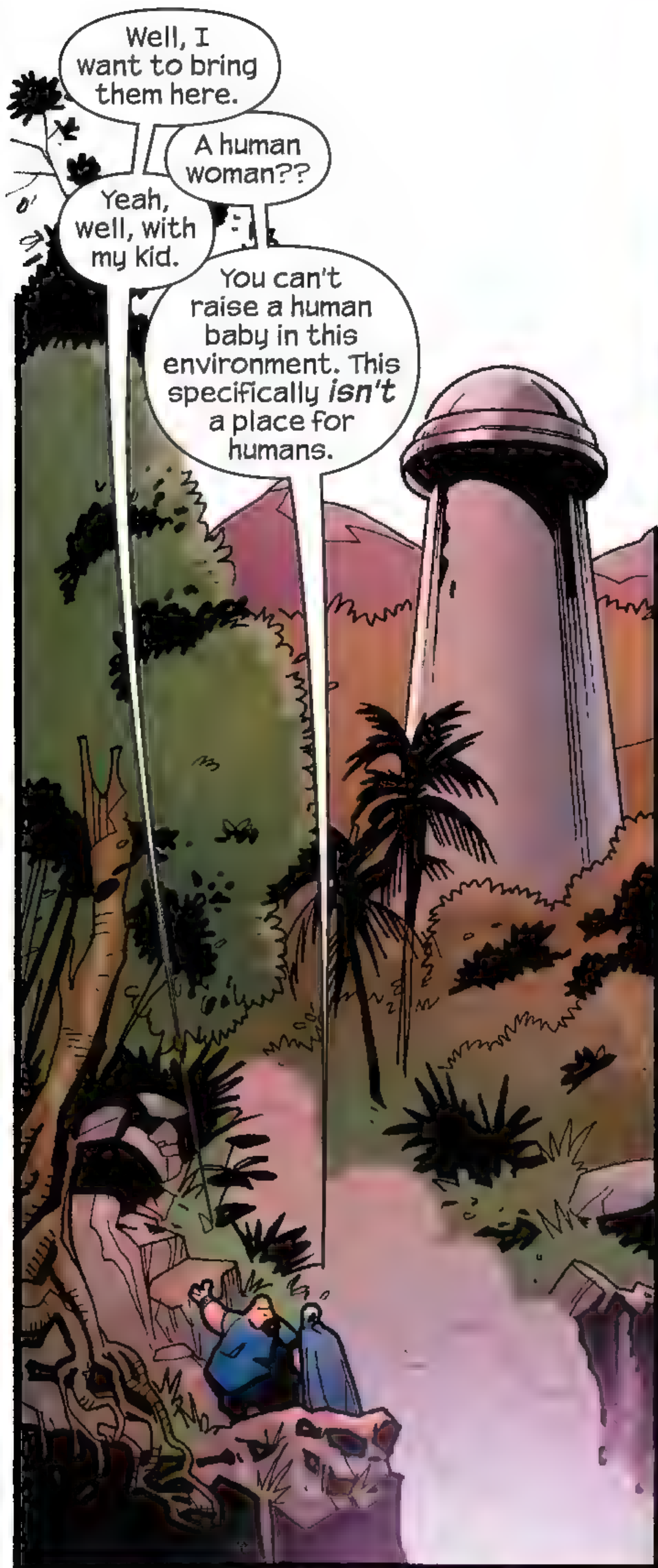
You and a  
human girl?  
*Really?!!!*

Hey man,  
that happened  
all the time.

That's show  
business.

And you  
want to ask  
me what?







# NEXT ISSUE!





# ULTIMATE SPIDER-MAN

ISSUE  
**121**



Gailf  
ISANOVE

**MARVEL**

**BENDIS  
IMMONEN  
von GRAWBADGER  
PONSOR**



The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high-school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



## PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Peter Parker and Mary Jane have gotten back together, leaving his troubled relationship with Kitty Pryde (of the world-famous X-Men) a shambles. To complicate matters even further, Kitty, who was kicked out of the X-Men, now goes to school with them!

Recently, Peter and MJ's friend Liz Allen discovered she was a fire-powered mutant and accepted an invitation to join the X-Men.

Over the last few weeks, all the students in Peter's class have been struggling with an assignment to care for an animatronic infant. As part of this project, Kitty and Peter have teamed up as parents.

Months ago, Spider-Man defeated an albino mutant assassin named Omega Red who was mysteriously linked to an ongoing concern with the enigmatic Roxxon Corporation.

**Brian Michael**  
**Bendis**  
WRITER

**Stuart**  
**Immonen**  
PENCILER

**Wade von**  
**Grawbadger**  
INKER

**Justin**  
**Ponsor**  
COLORIST

**VC's Cory**  
**Petit**  
LETTERER

Cover: Stuart Immonen & Richard Isanove

**Paul**  
**Acerios**  
PRODUCTION

**Lauren**  
**Sankovitch**  
ASST. EDITOR

**Bill**  
**Rosemann**  
EDITOR

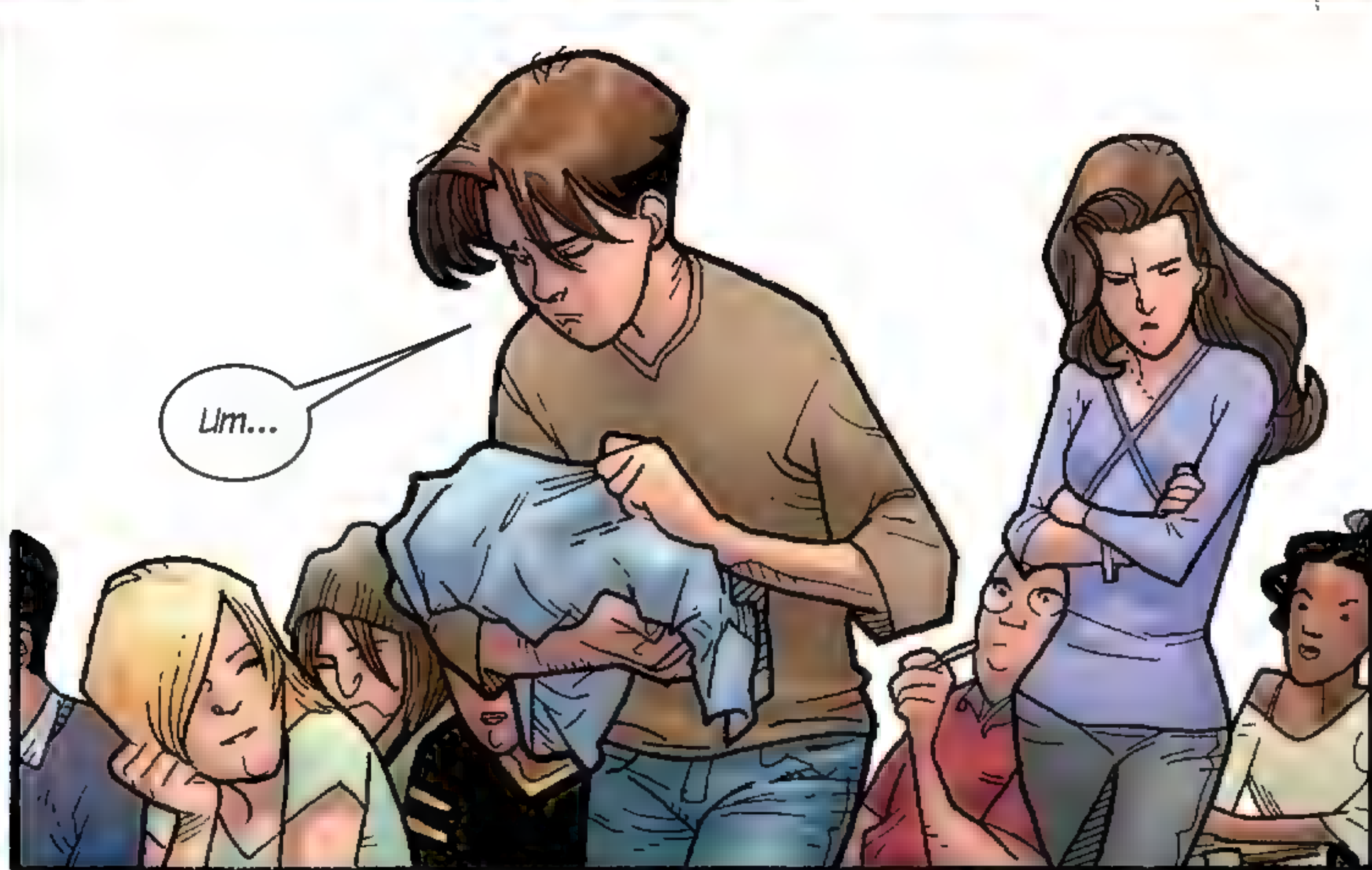
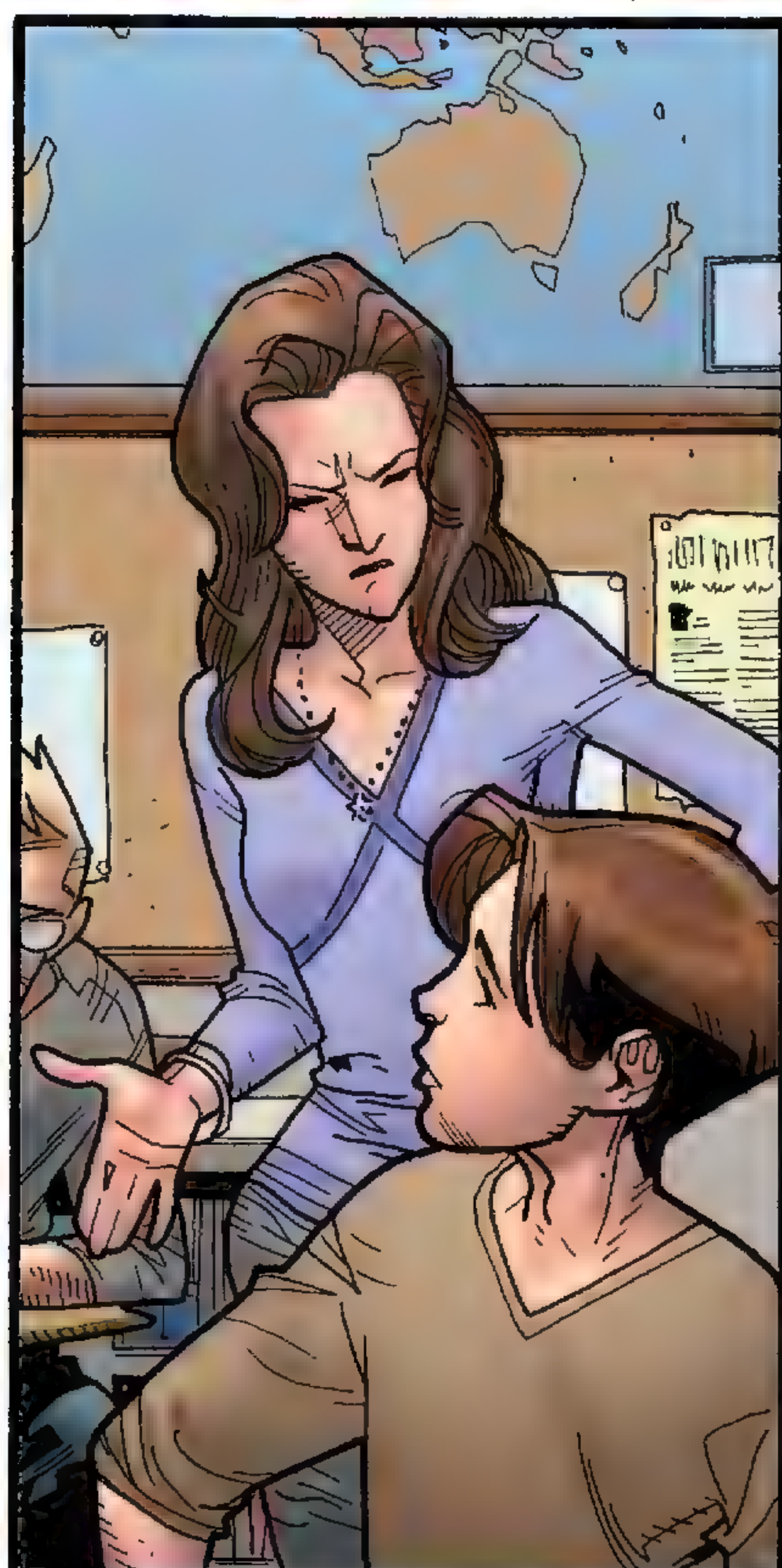
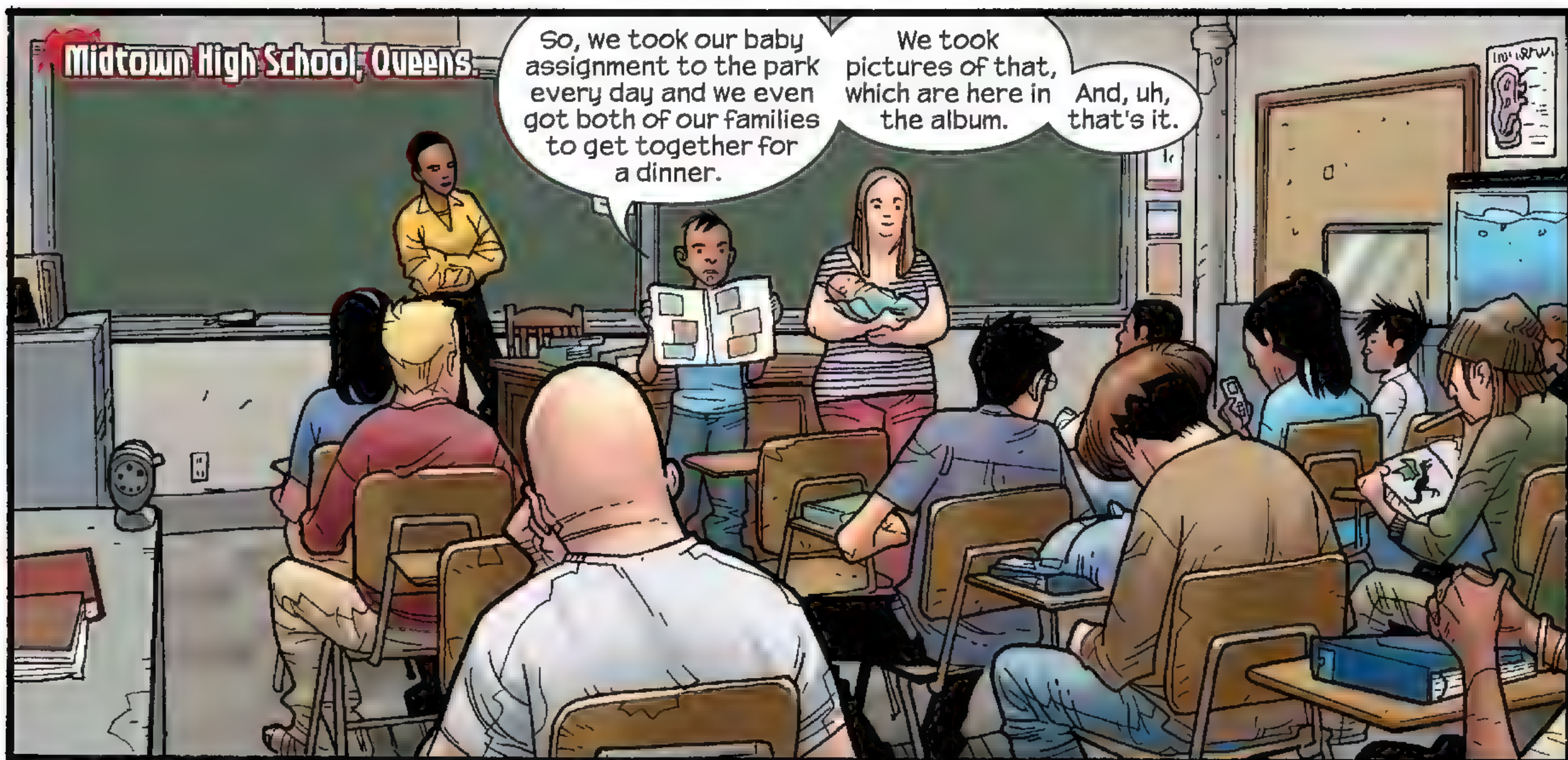
**Ralph**  
**Macchio**  
SENIOR EDITOR

**Joe**  
**Quesada**  
EDITOR IN CHIEF

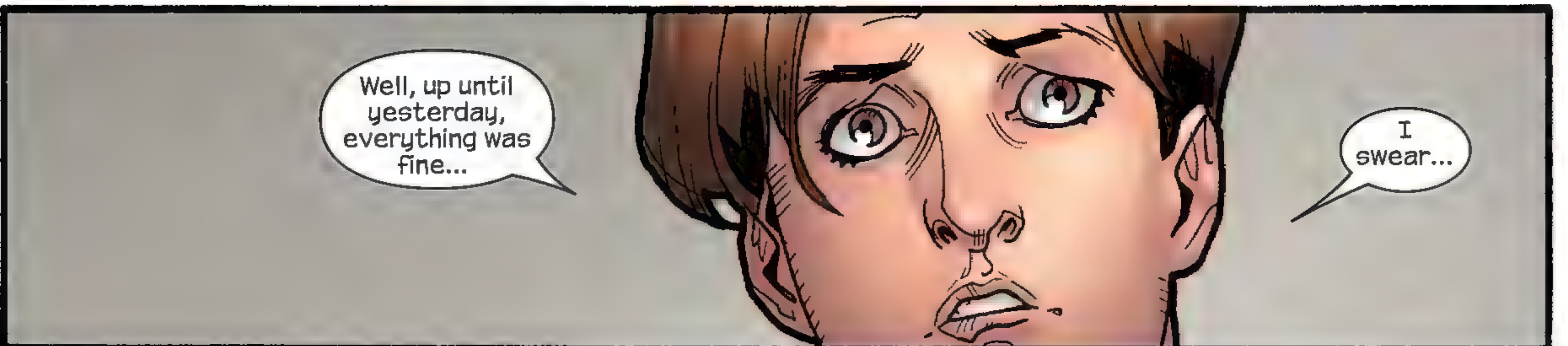
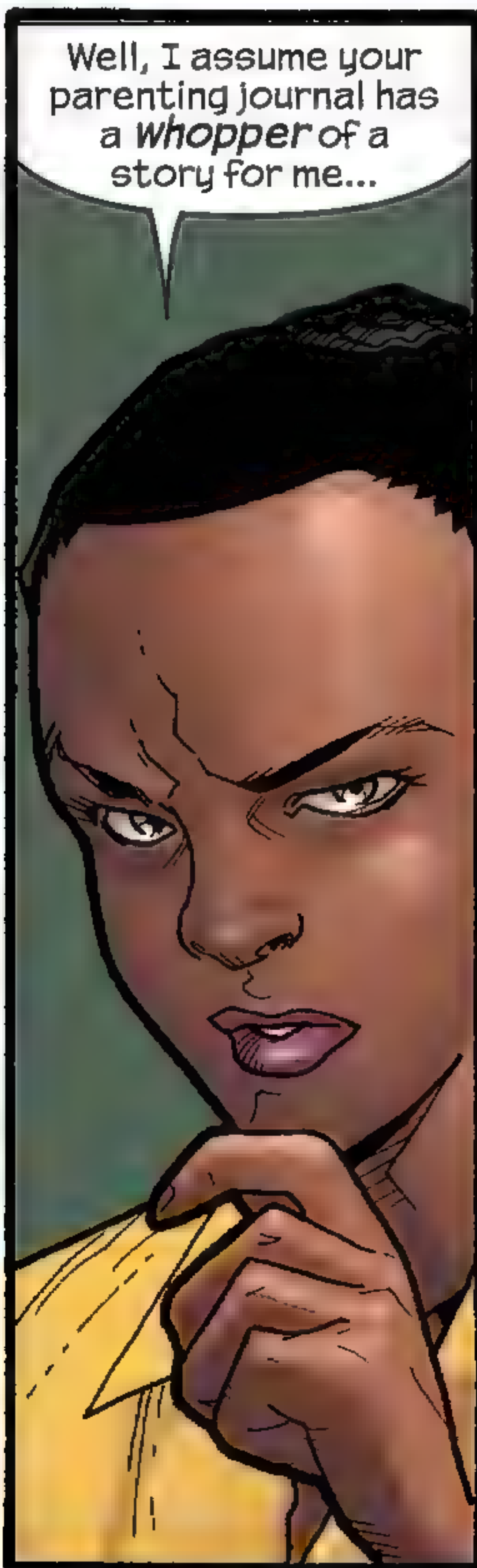
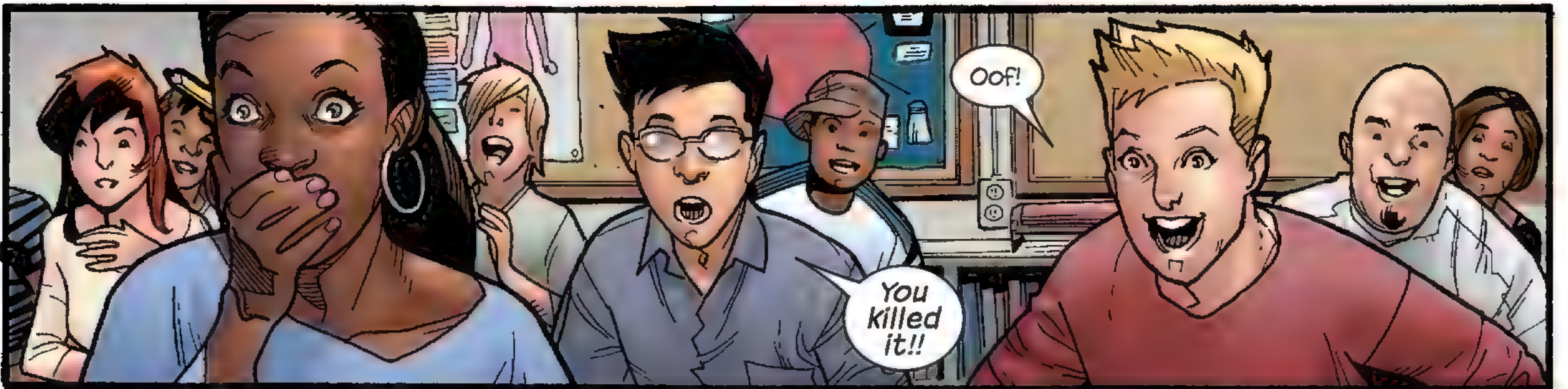
**Dan**  
**Buckley**  
PUBLISHER

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18 HOURS AGO.

Fine, of course,  
being a relative  
term around here.



You dork.

It worked.

It did work.

Just want  
to cheer you  
up, MJ.

It's ice  
cream so  
eat fast.



Have  
you heard  
from Liz?

I don't  
think I'm going  
to.

You  
might. They  
do have phones  
at Xavier's  
school.

I know.  
But--but I--  
I think she's  
gone.

We've been  
friends since  
second grade.  
And now she's  
gone.

Yeah.



It's weird.  
School with no  
Liz Allen.

Well, we're  
eventually *all*  
going to different  
colleges and  
stuff.

Yeah. But  
we know *that*.  
This was  
sudden.

Sudden  
it was.

Hey!

Hey.





Hey everybody  
it's Kitty Pryde, the  
mother of my fake  
baby.

Is  
Liz Allen joining  
*the X-Men*? Is  
*that* what  
happened last  
night??

I *think*  
so.



She's an  
X-Man??  
Her??



Yes.

And that's  
a *good* thing,  
right?



Good??!! I  
got kicked out  
of there!!

She's  
in and I'm  
not??

She doesn't  
even *like* mutants  
and now she gets to  
go there and I'm having  
*macaroni and cheese*  
for lunch again!??



*Here!!* I'm  
*done* with this.  
Here!!

It's your  
turn! Take our baby  
or I'm throwing him  
in the dumpster.

It's a  
her.

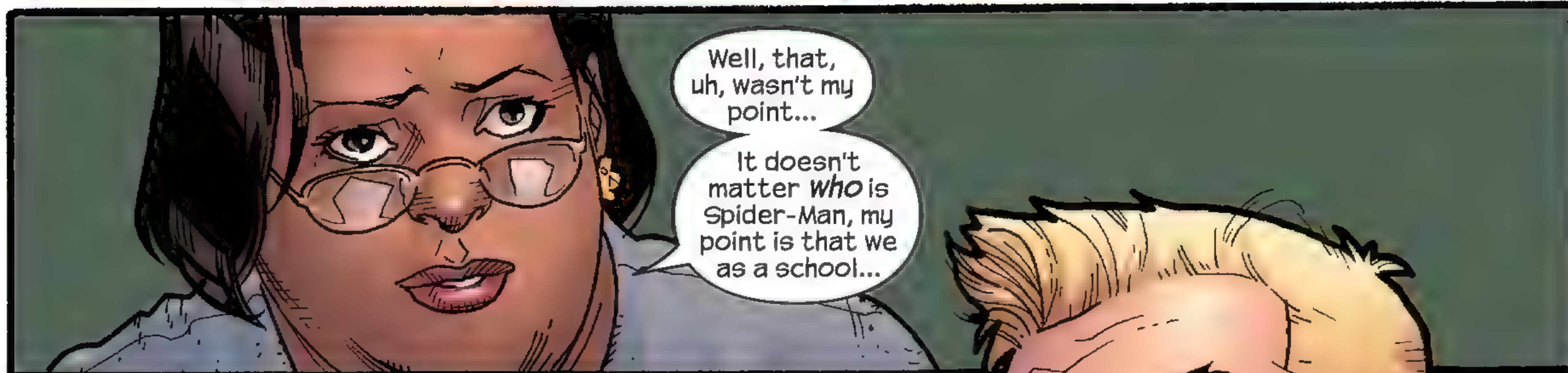
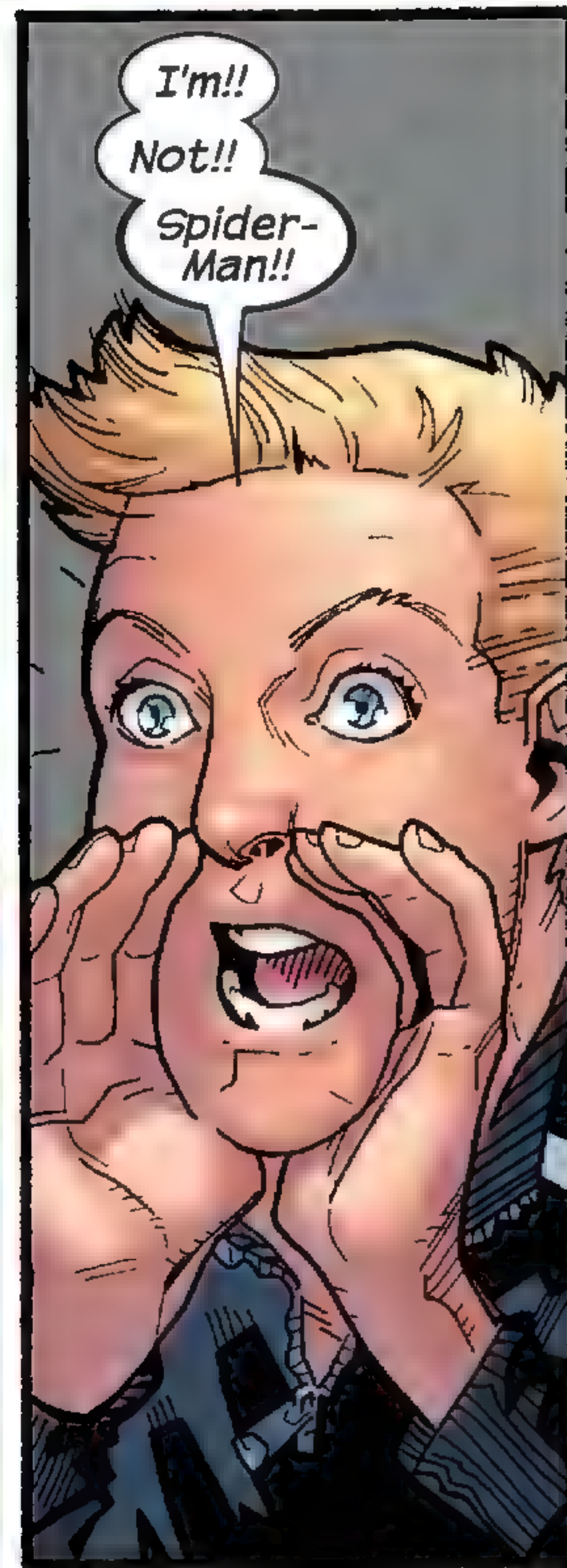
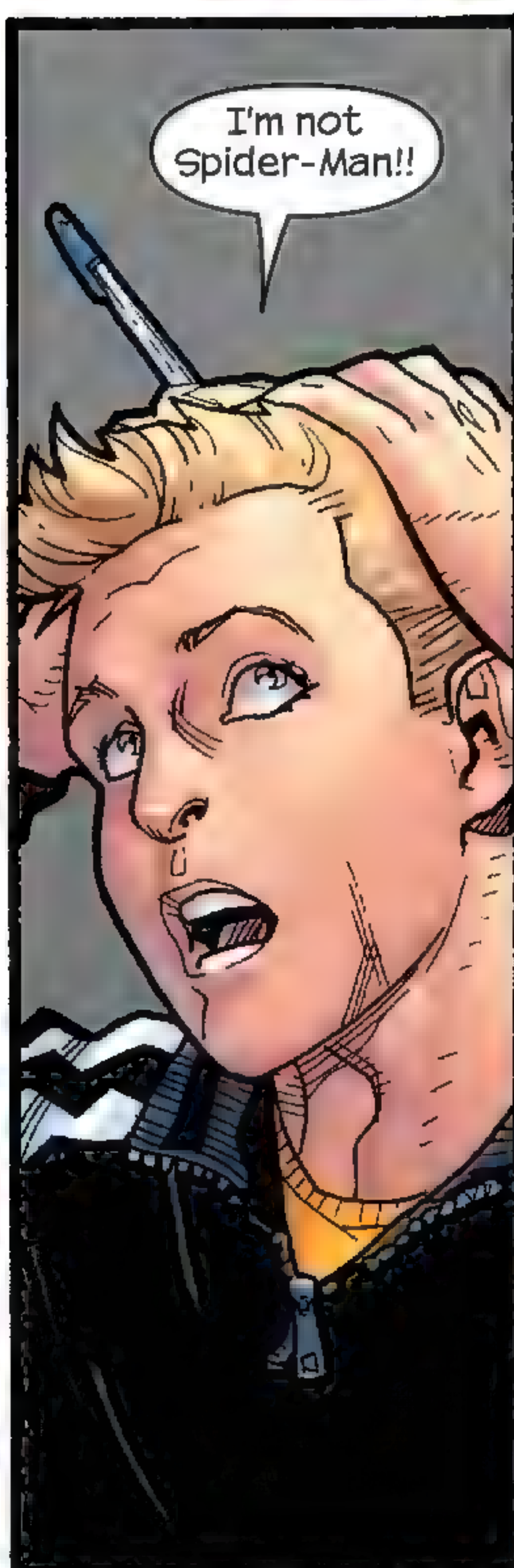
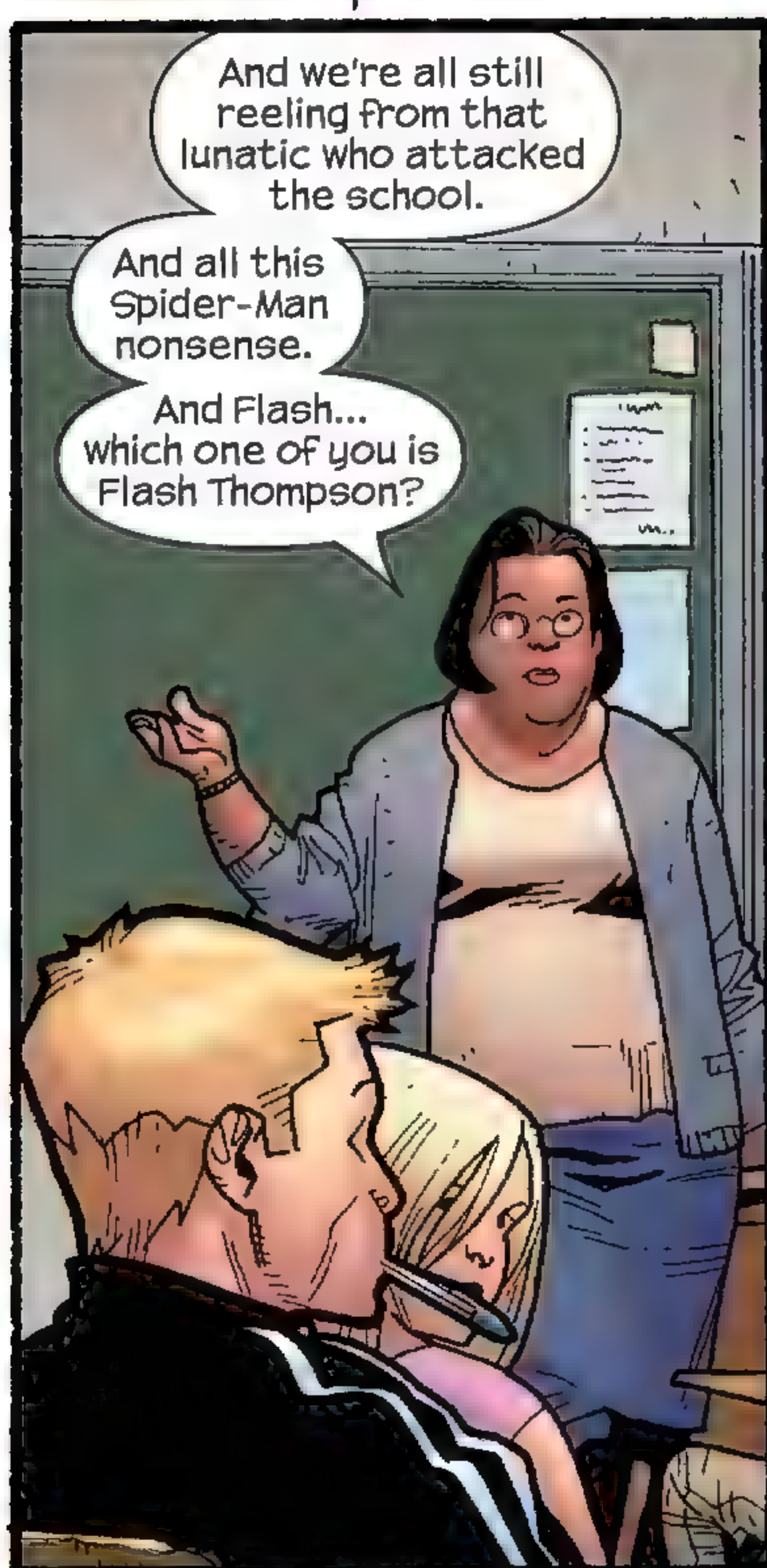


And you  
can watch your  
precious grade point  
average melt like-  
like-like-- *I don't*  
*know!!*

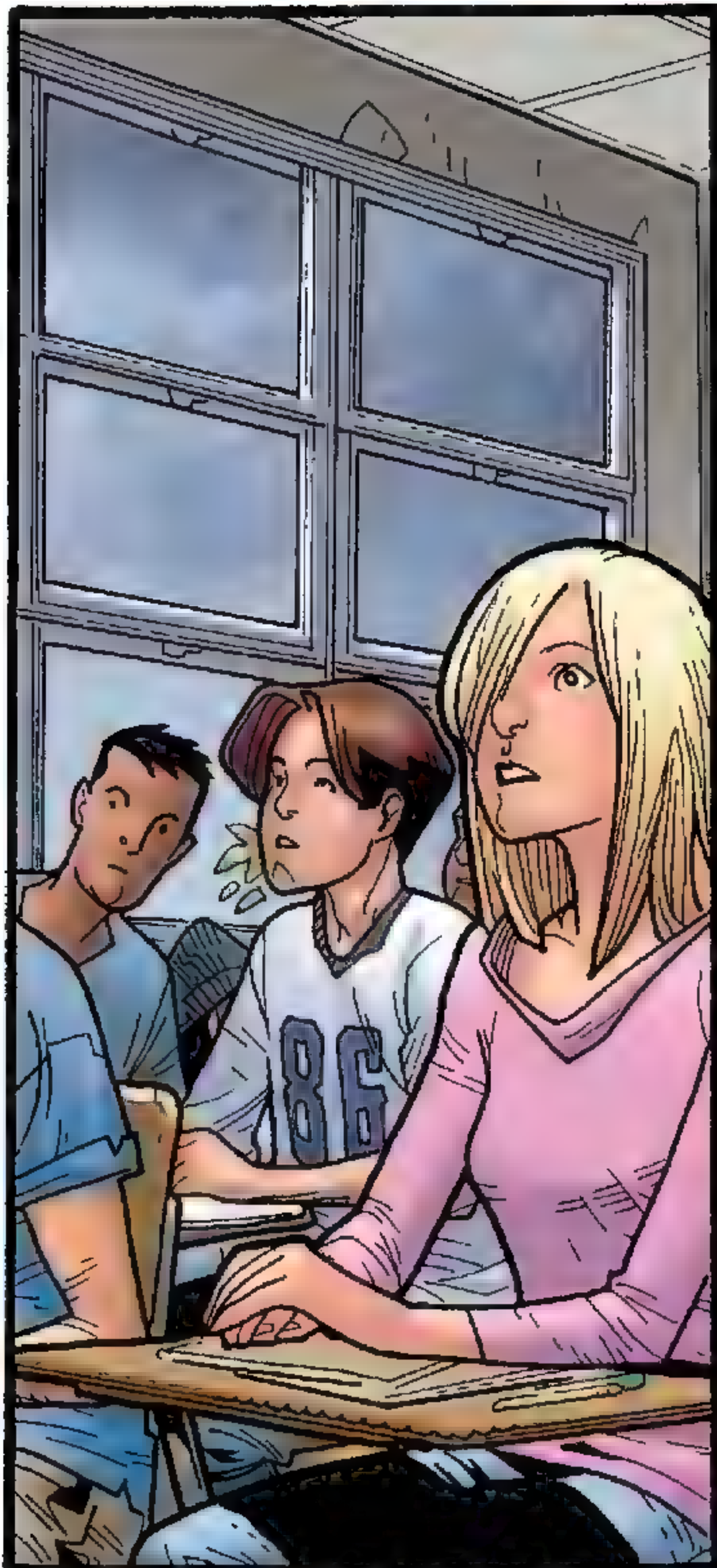
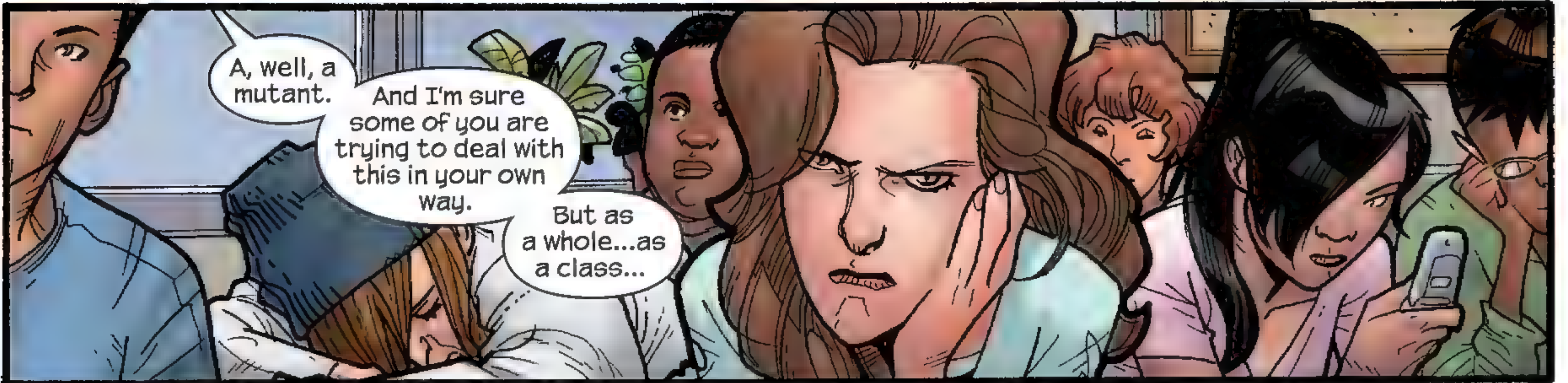
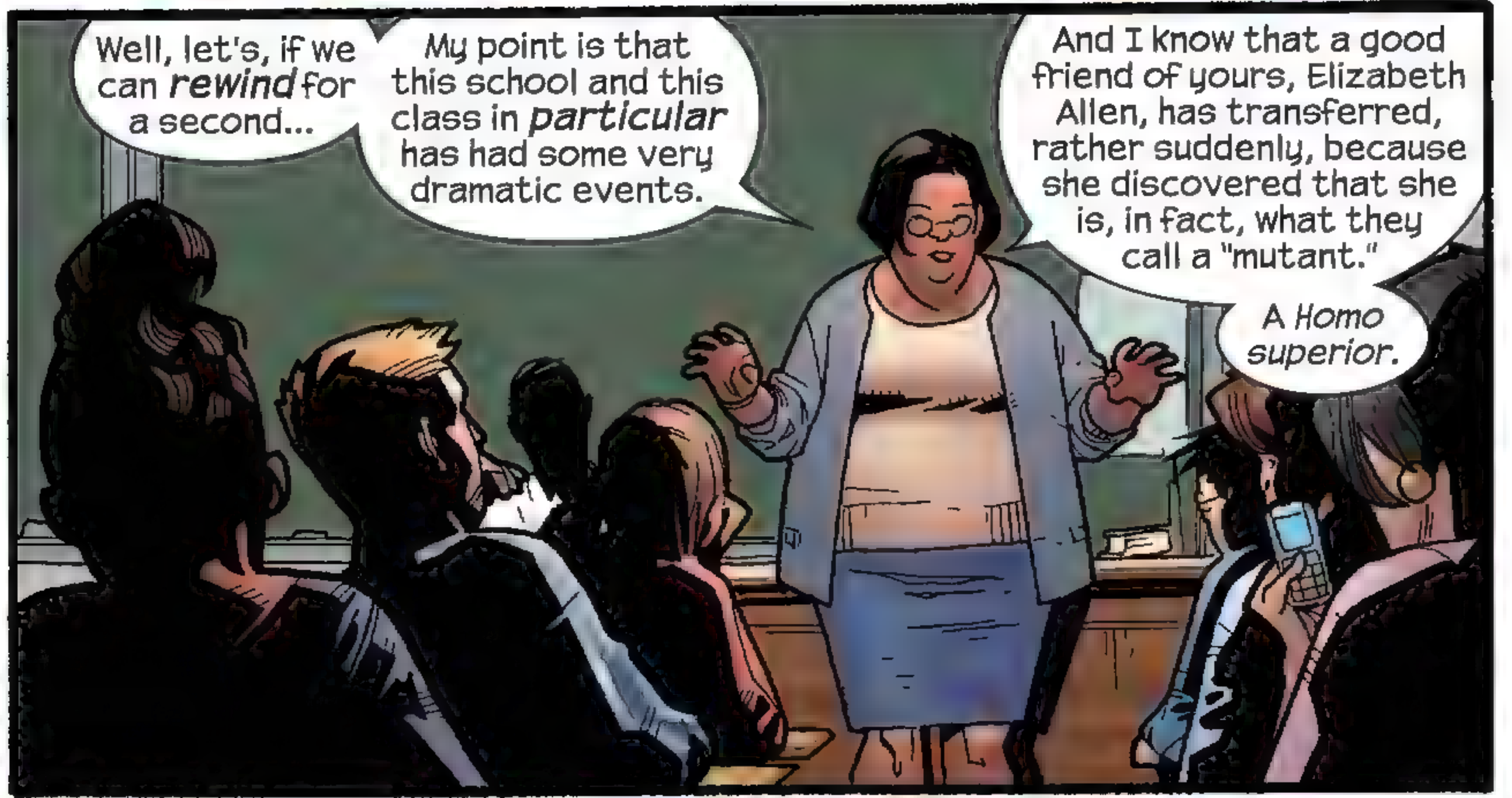
It's always  
hardest on the  
children.

Badabum!!

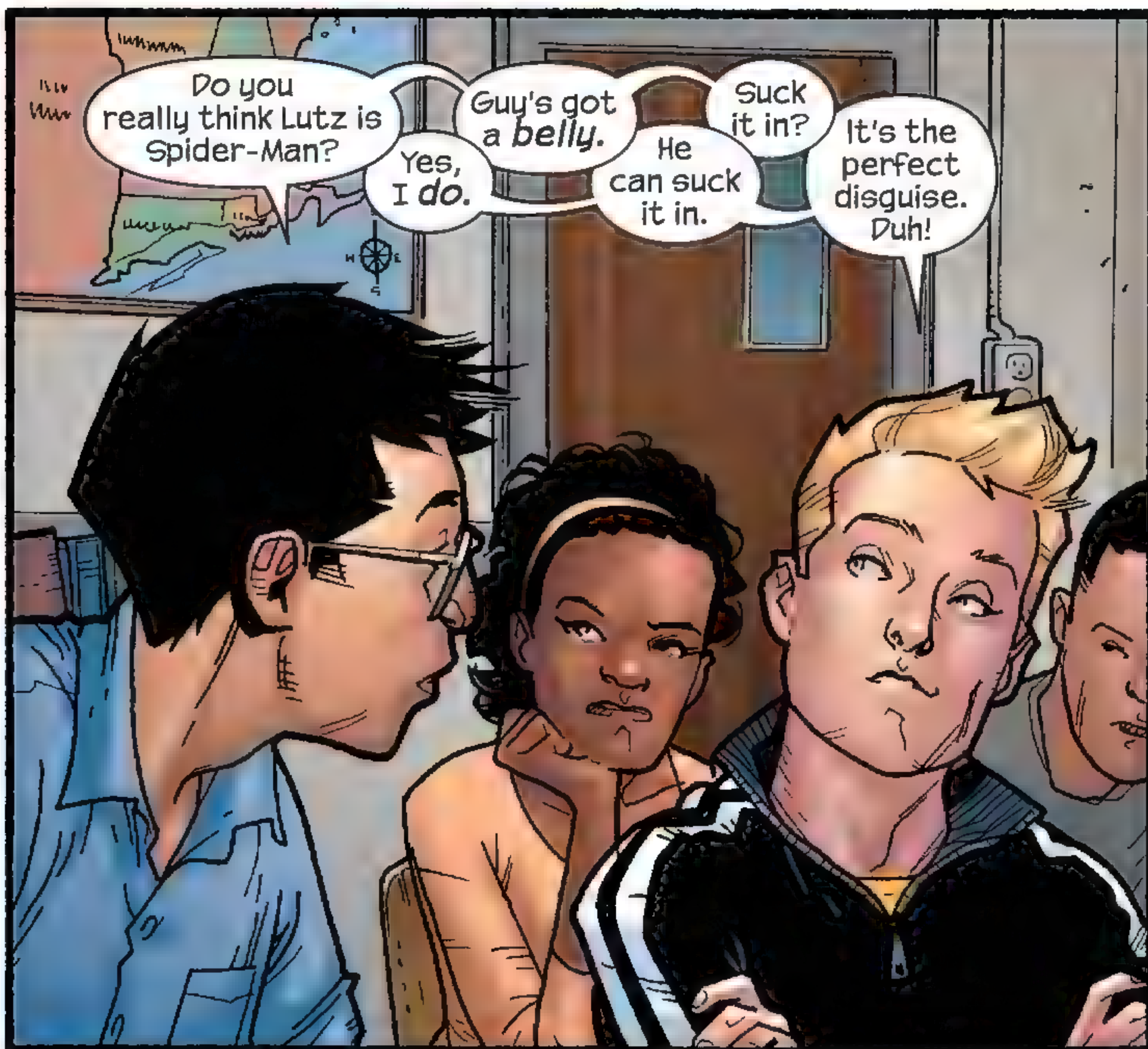
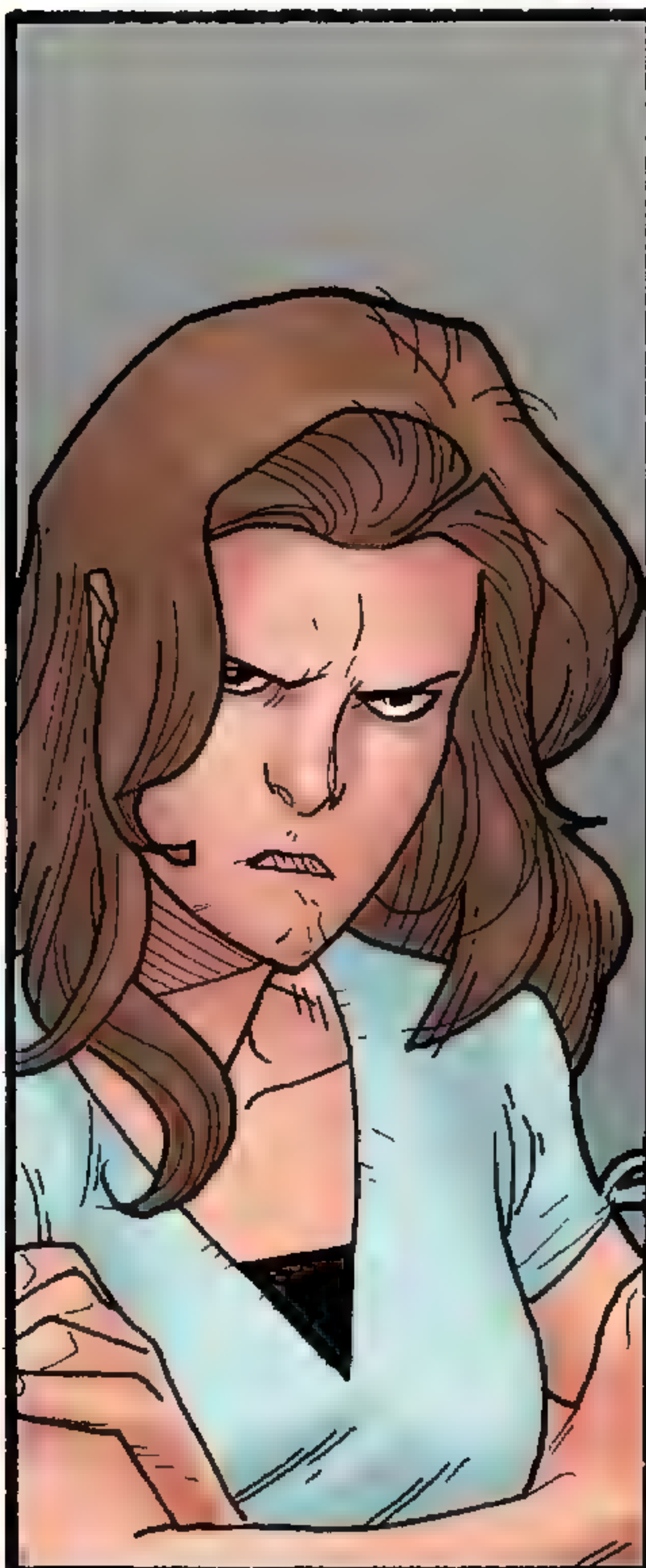
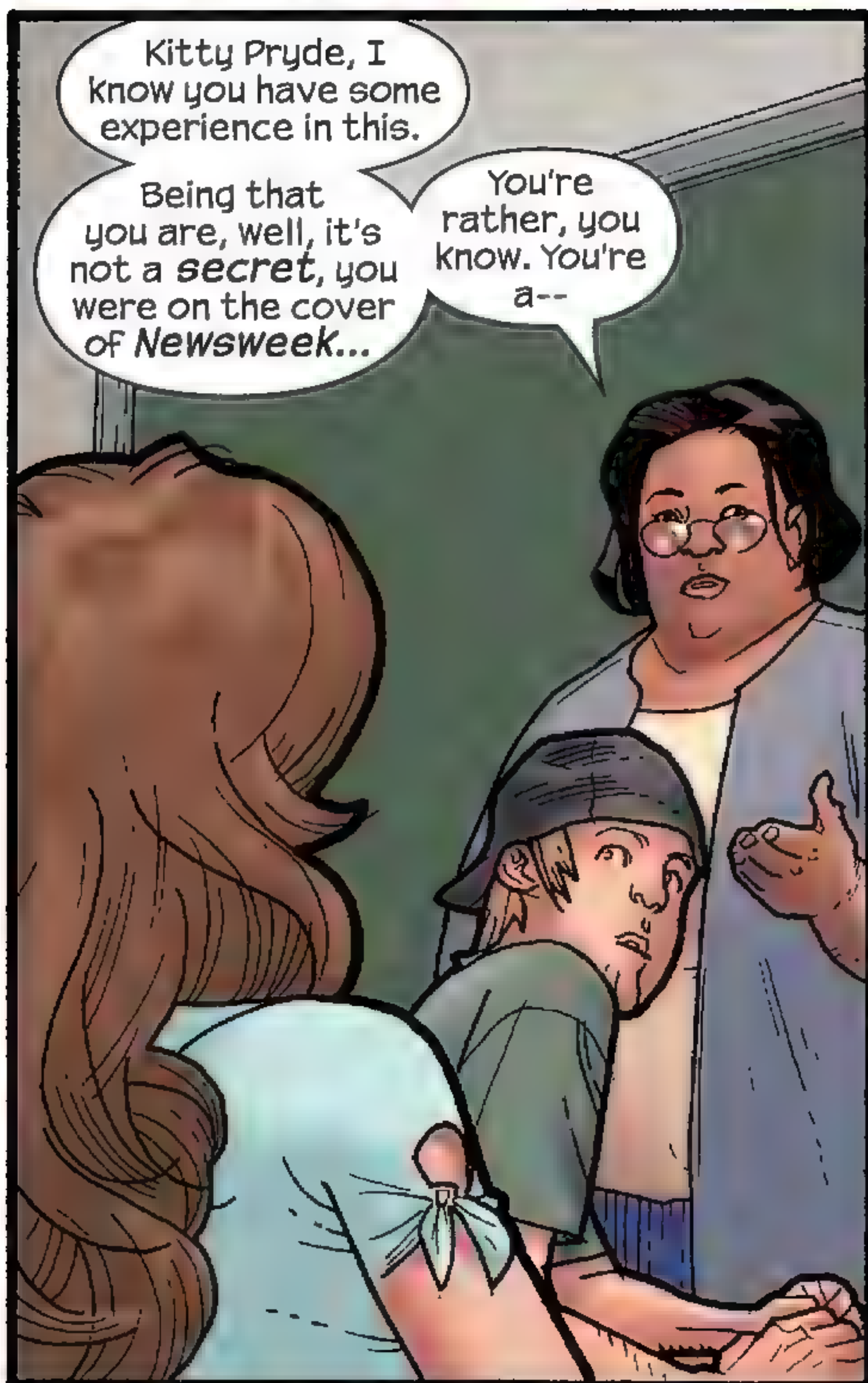
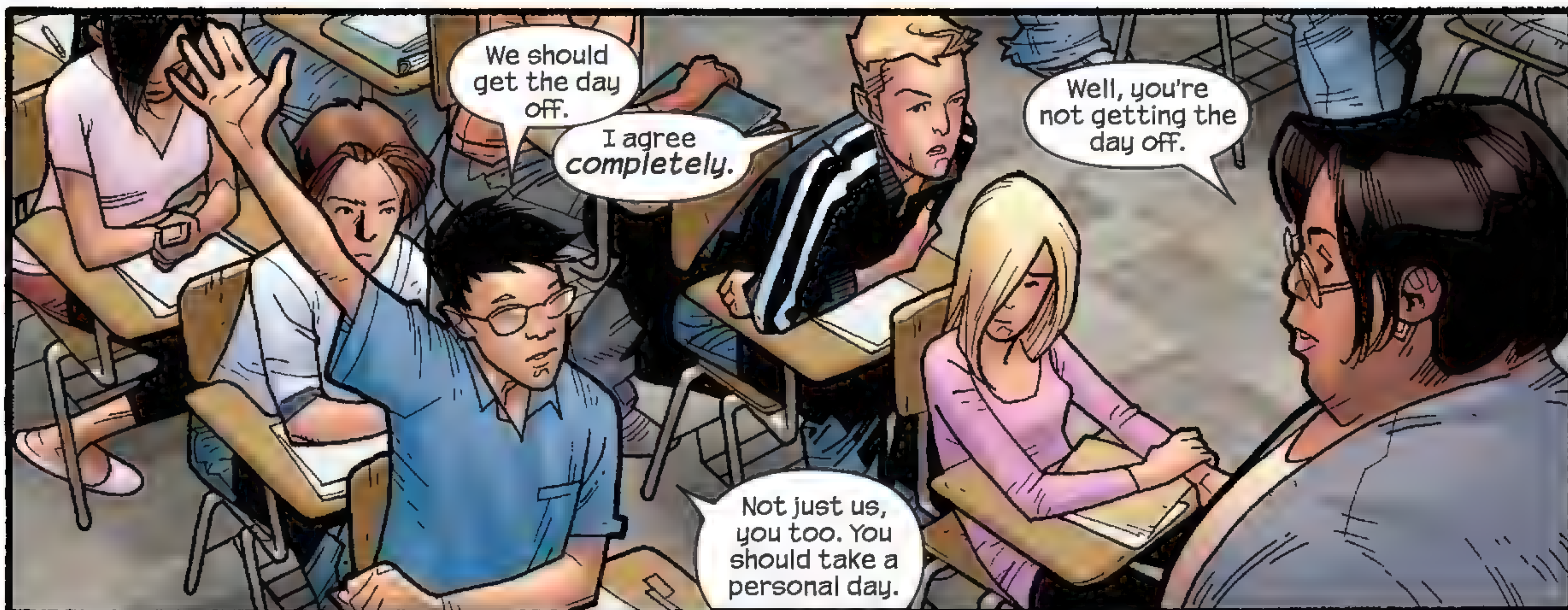




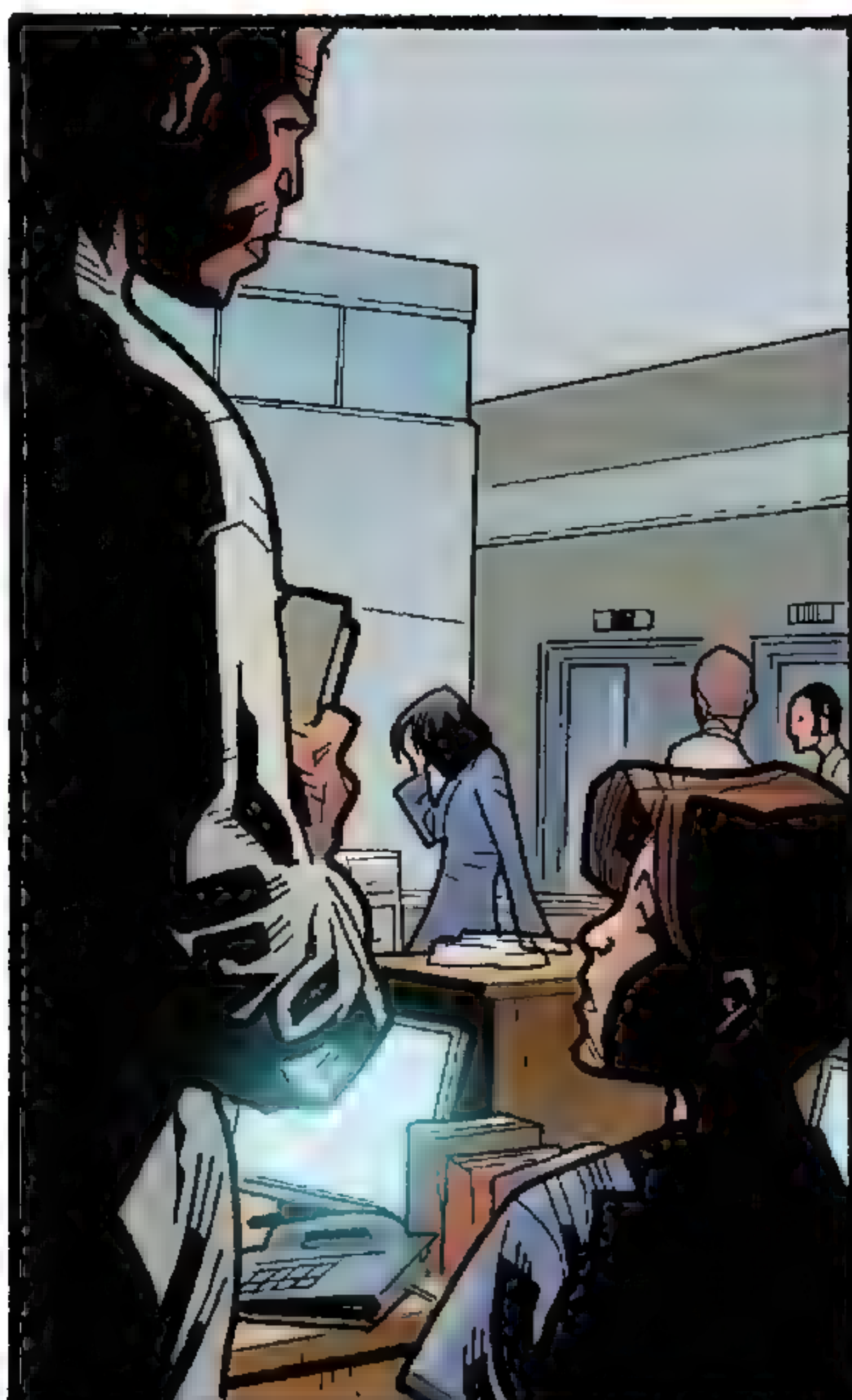




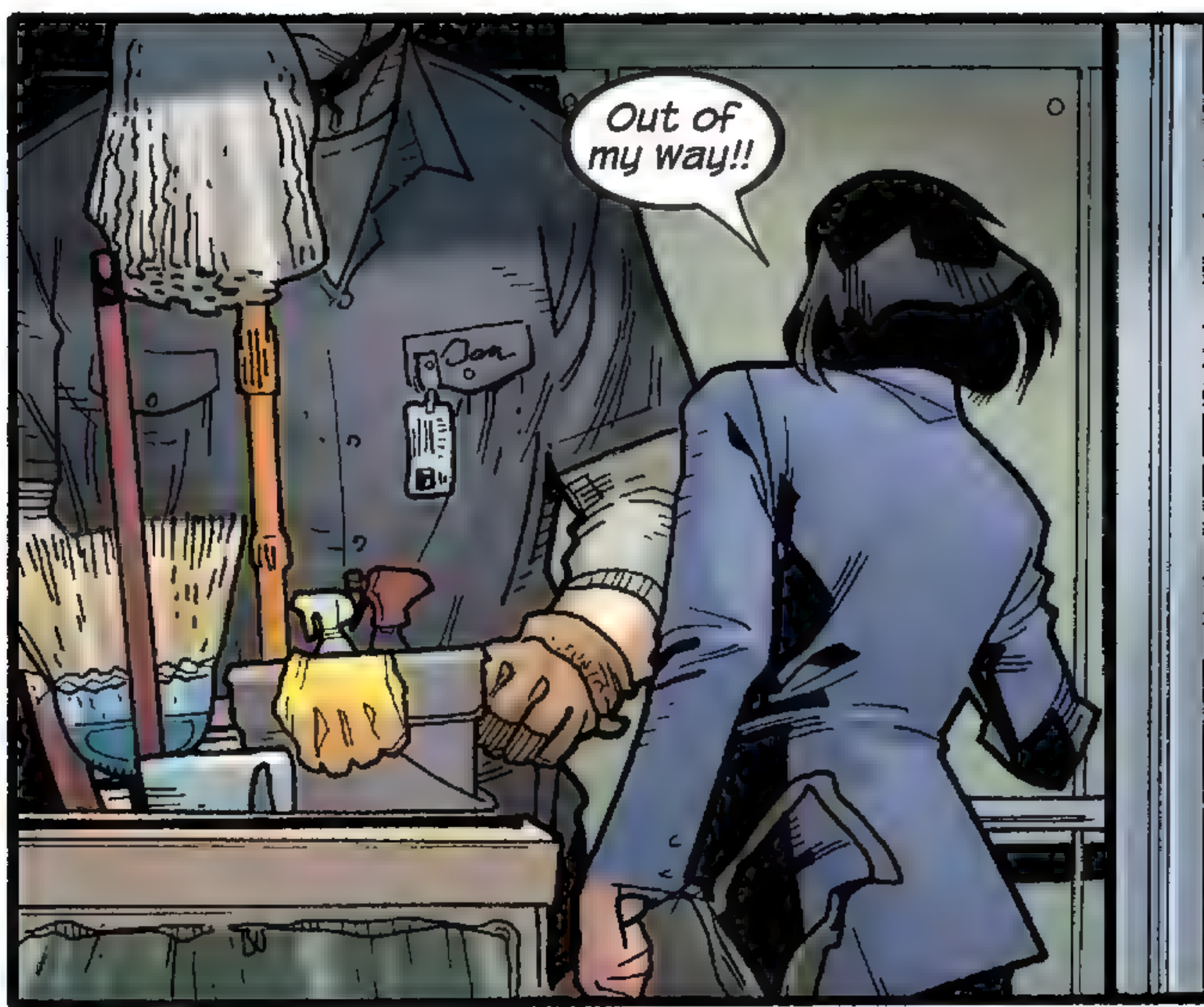




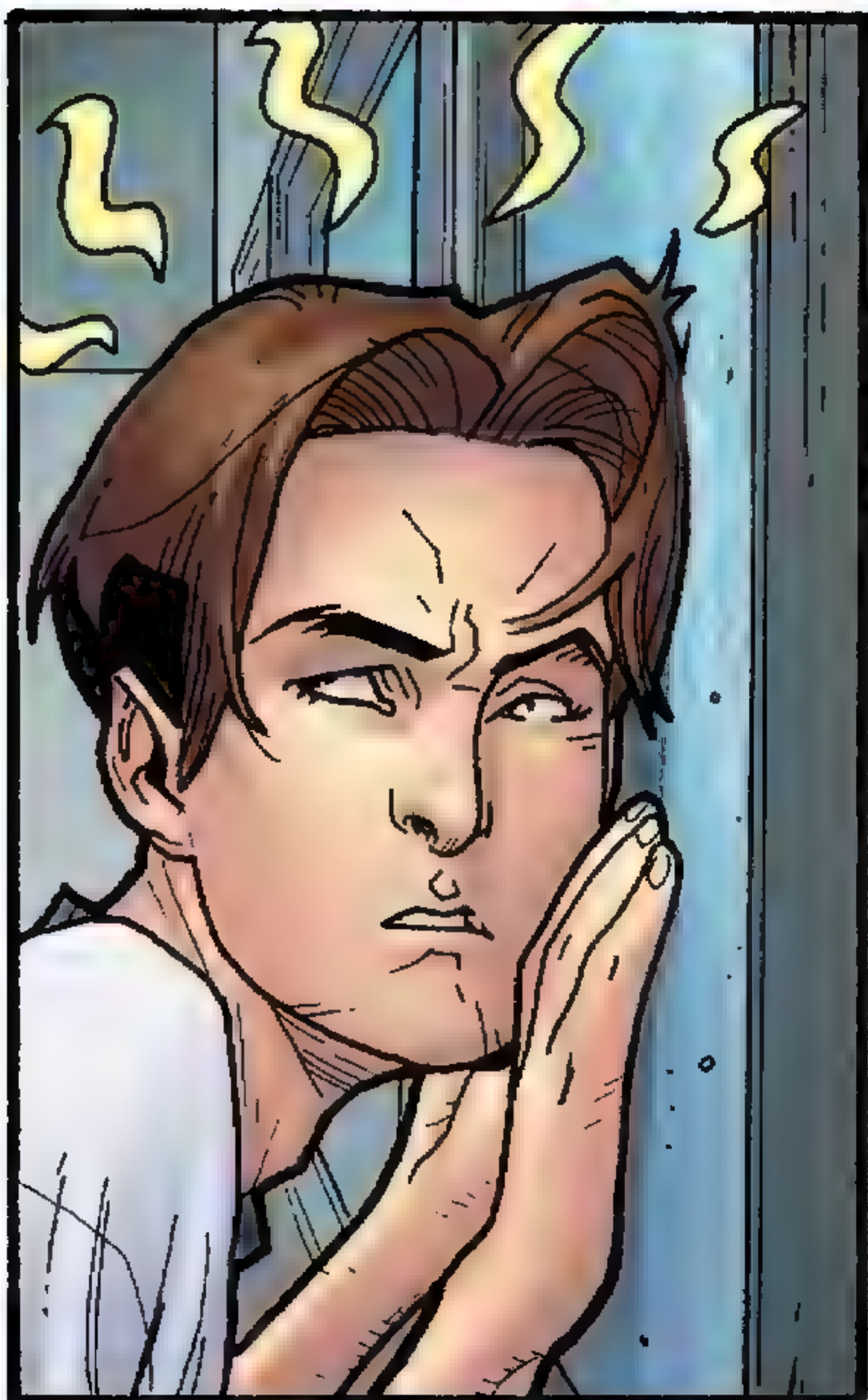










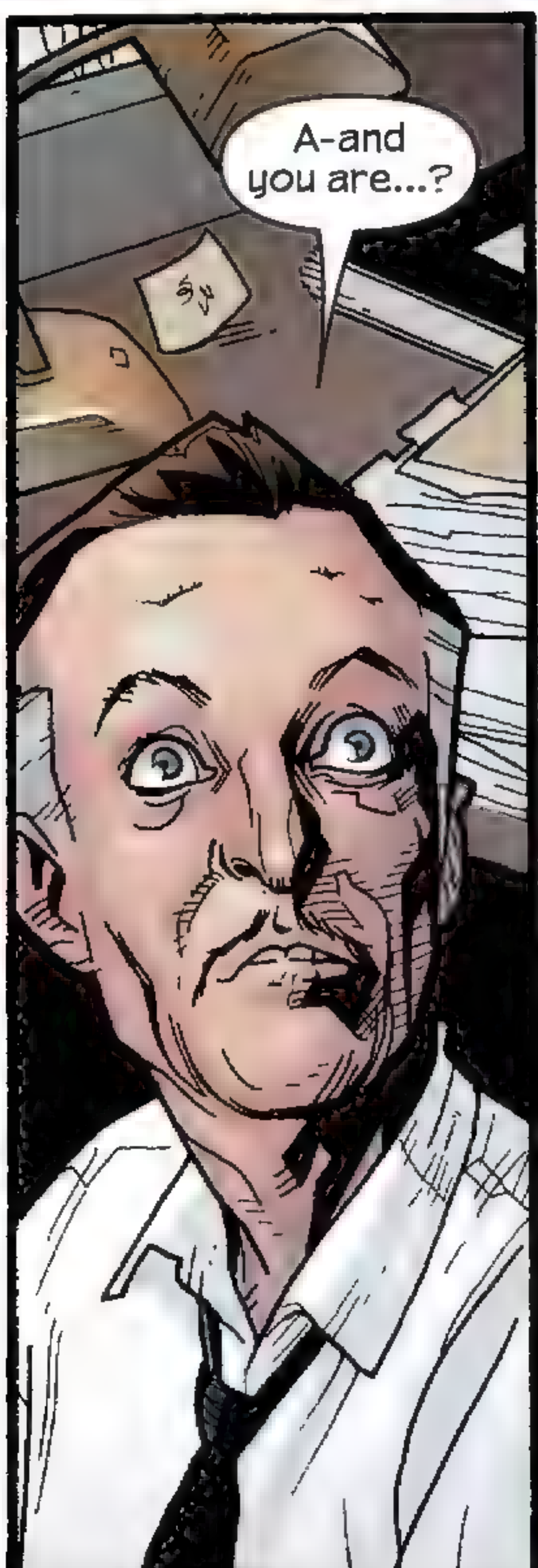






What an honor for you to meet me...

Really.



A-and you are...?



I'm the man who just made you crap your *Homo sapien* pants.



When you first wrote about me, it was in such a condescending manner...  
...so disrespectful.  
Really.

I was **overwhelmed** with a desire to come down here and **burn you alive**.

But I **didn't**.

I tried to stay focused.



But what happened since the article in question...

**What** article?  
Who are you?





Are you really going to interrupt me?

I just---

After the article where you expressed such mockery for me for having been beaten fairly in battle by that Spider-Man child...

I found that my business was lacking.

I wasn't getting the work-for-hire jobs I was once getting.

See, I love taking money from *Homo sapiens* that can't fend for themselves.



I love being the hired attack dog of big corporations.

I worked my whole life towards that goal. And I am good.

But, see, you wrote that article, and my business has dried up.

AGH!



I'm a joke. I'm black-listed. That I know.

It's not their fault. He was only *doing his job*.

But even then, I thought, I'll stay away. I won't pick a fight with the @###holes at the *Daily Bugle*.

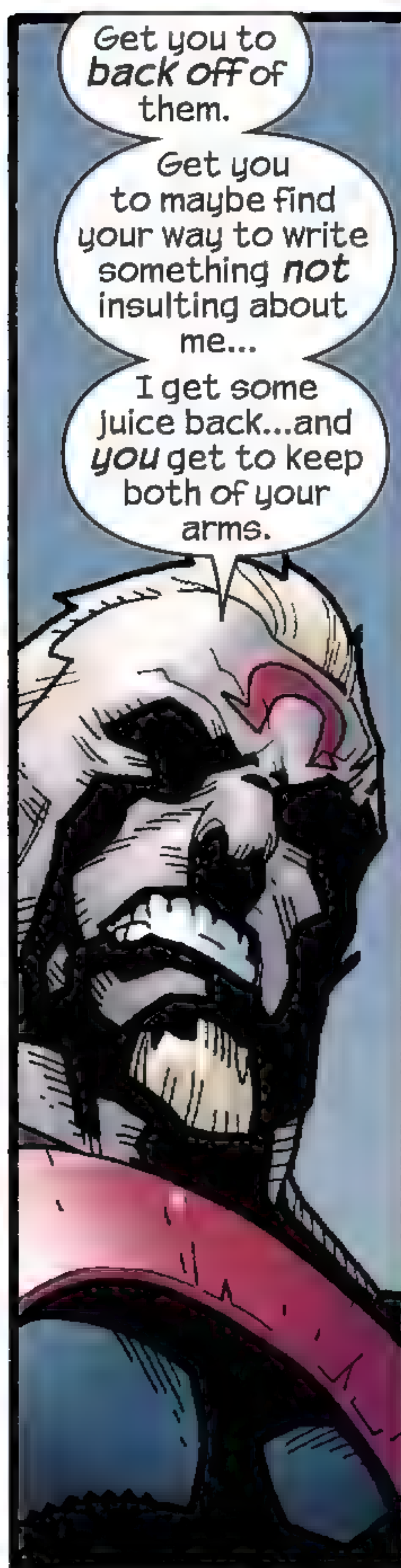
Even when you write your vaguely anti-mutant tirades, even *that*, I stay away from...

But then I see you've started running articles about the *Roxxon Corporation*. Isn't *that* right?



Well, being as I'm trying to get back into *the good graces* of the good people at the *Roxxon Corporation*--

I thought, why don't I take it upon myself to come down here and strike the fear of *God* into you.



Get you to *back off* of them.

Get you to maybe find your way to write something *not* insulting about me...

I get some juice back...and *you* get to keep both of your arms.

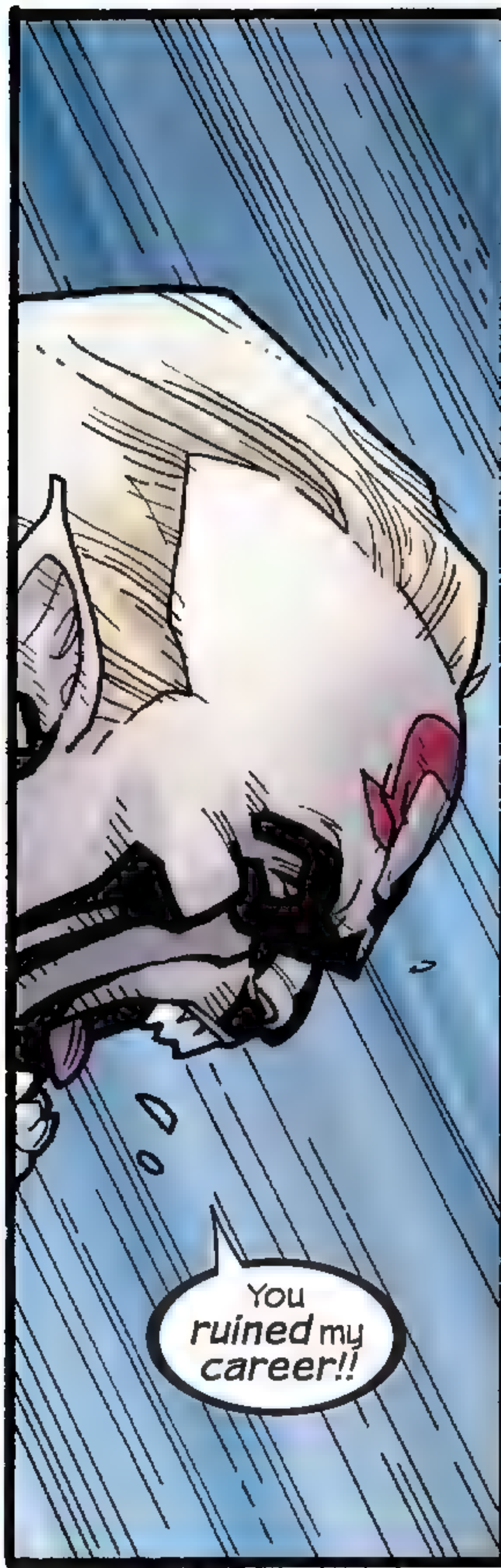


I--

I--

Who are you?





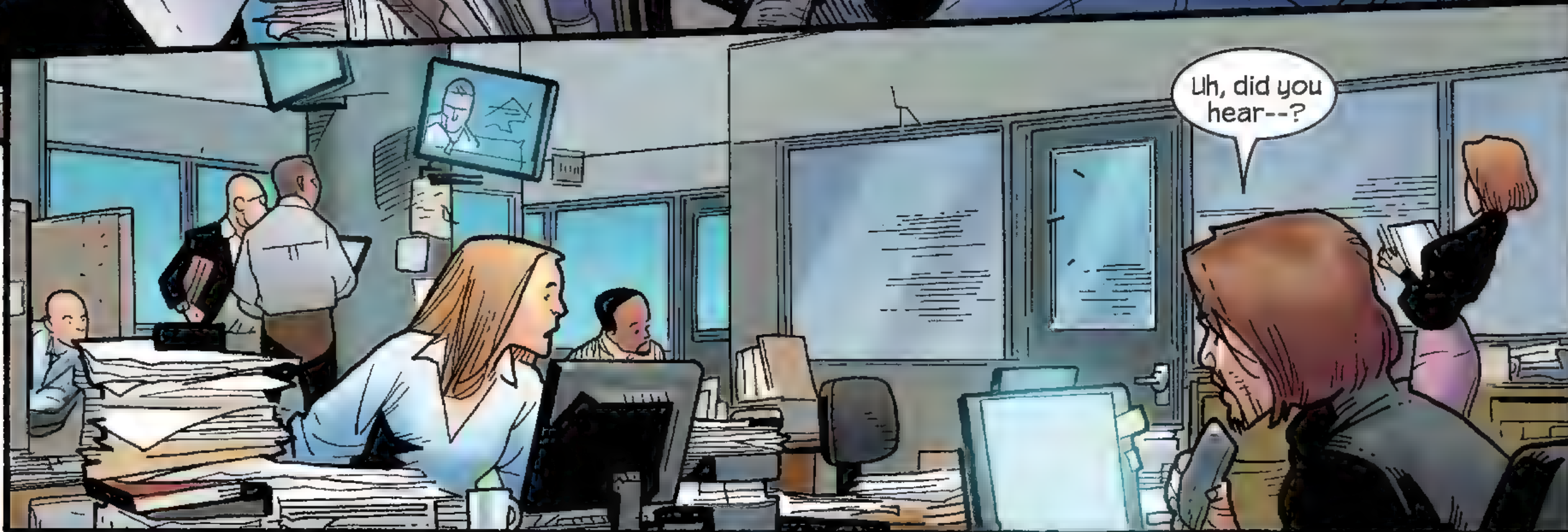




Hi!! Excuse me. So sorry to bother...

Is *this* where you submit the personal ads?

SMASH



Uh, did you hear--?



How-how--??

I have one!

SWM with spider-powers looking for one damn day where he doesn't have to deal with some costumed loony-toon.

How did you find me??



Jonah?

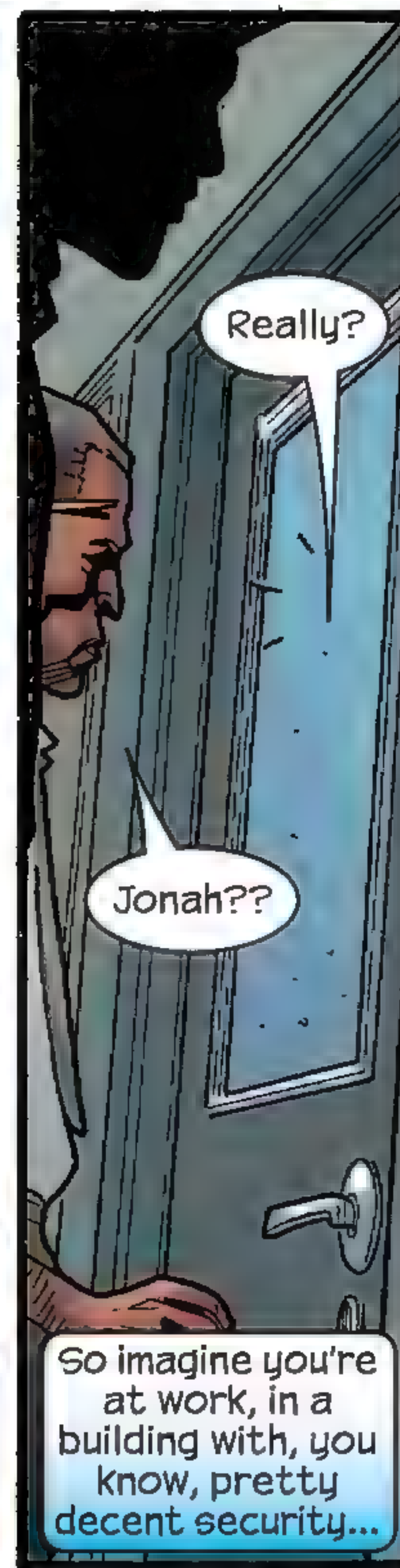
Uh, should we--



THWAP

Of all the goofball nonsense in your life that brought you to *this* place, dressed like *that*, with that *hair*...

...the *one* thing you're questioning is *me*?

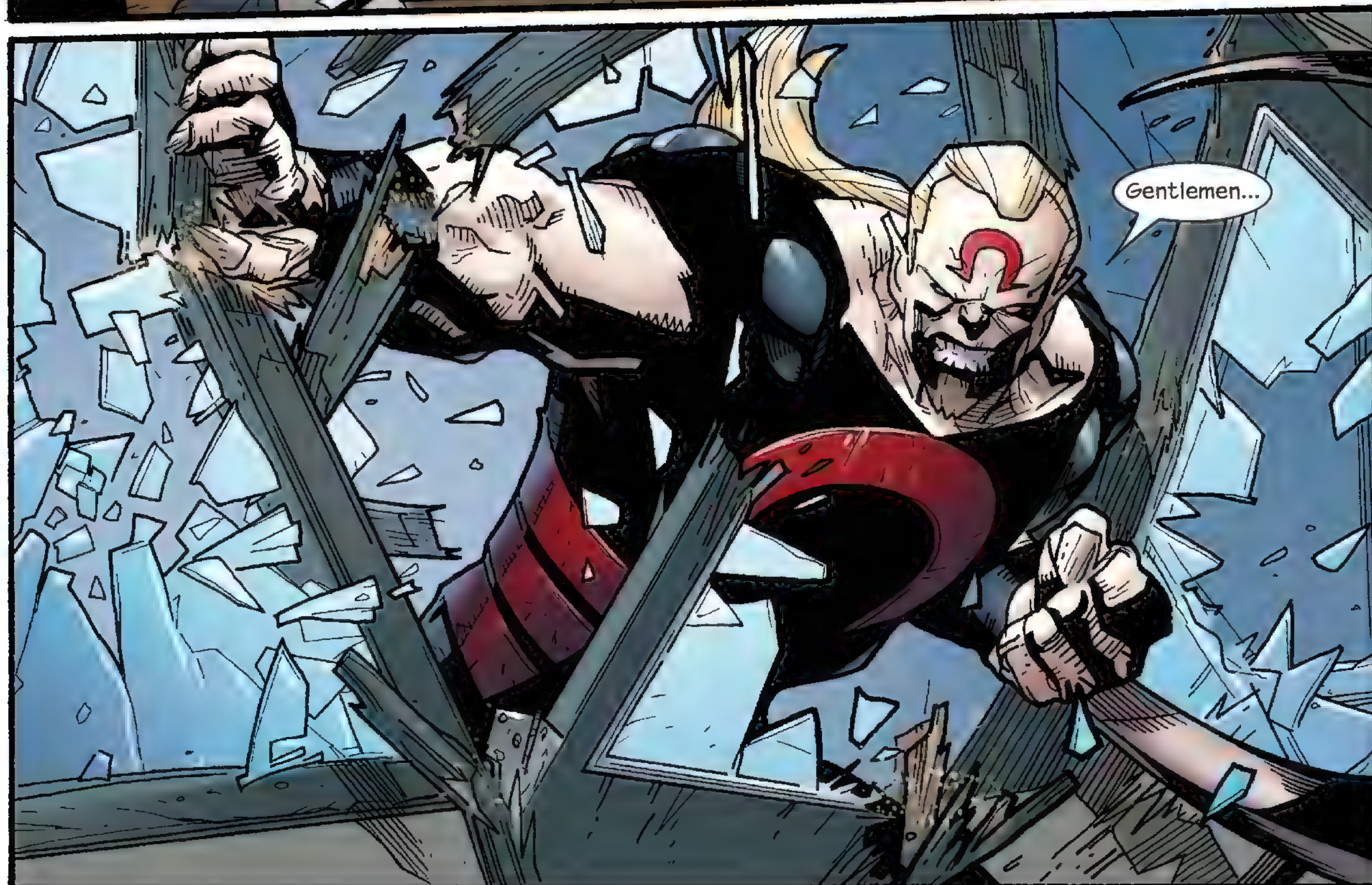


Really?

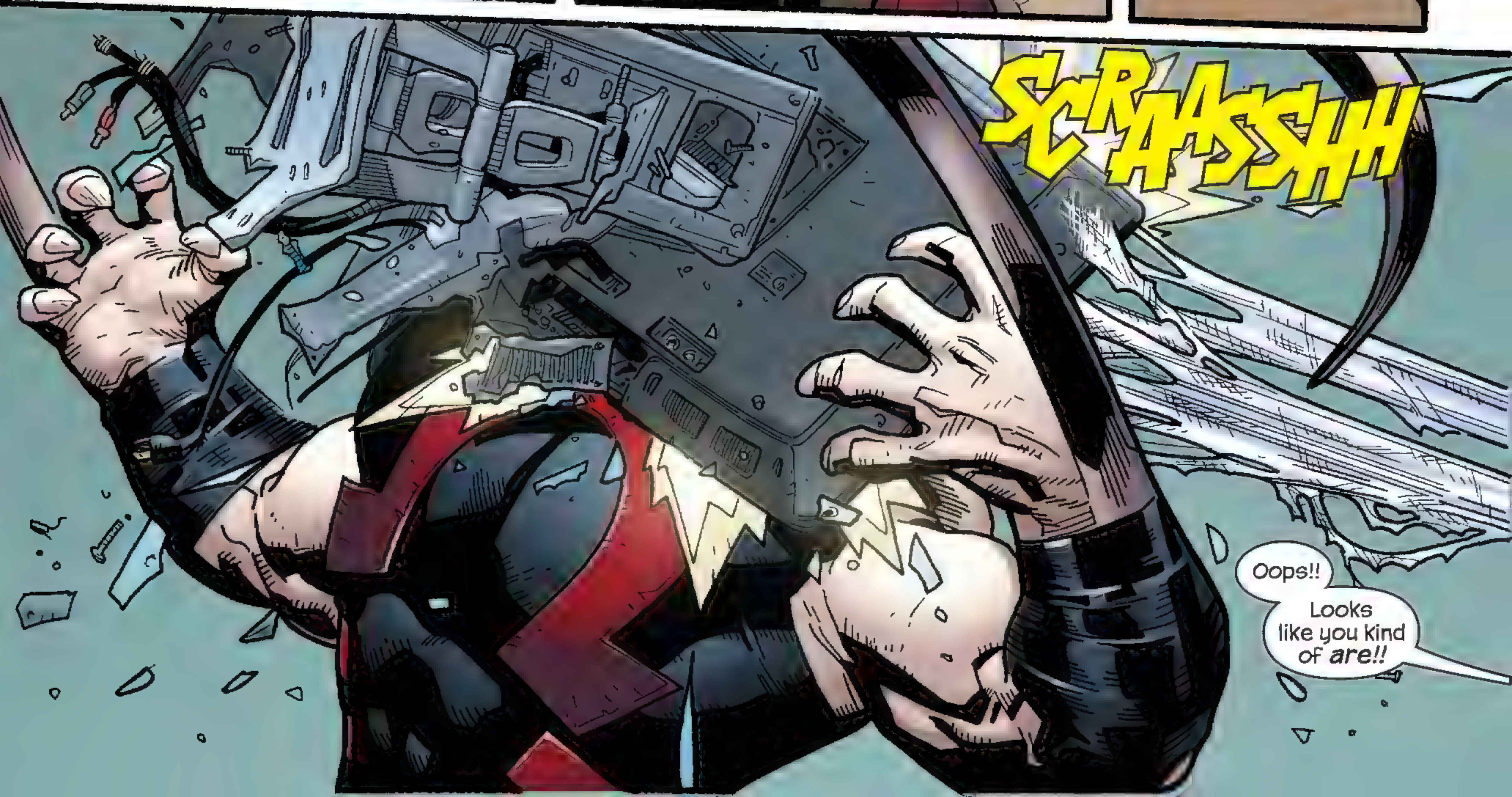
Jonah??

So imagine you're at work, in a building with, you know, pretty decent security...

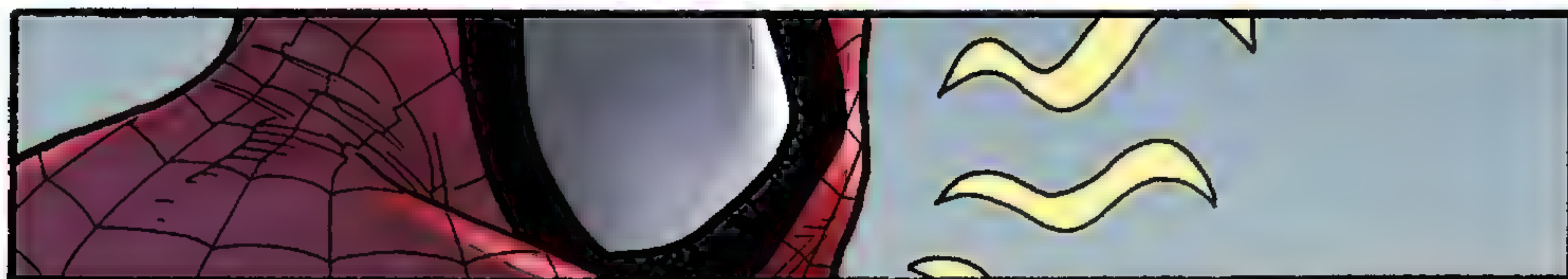
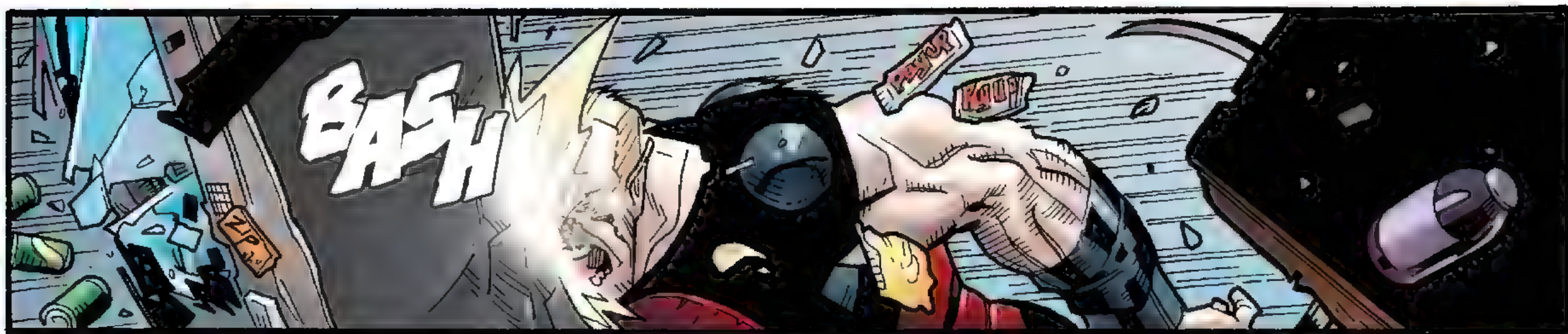




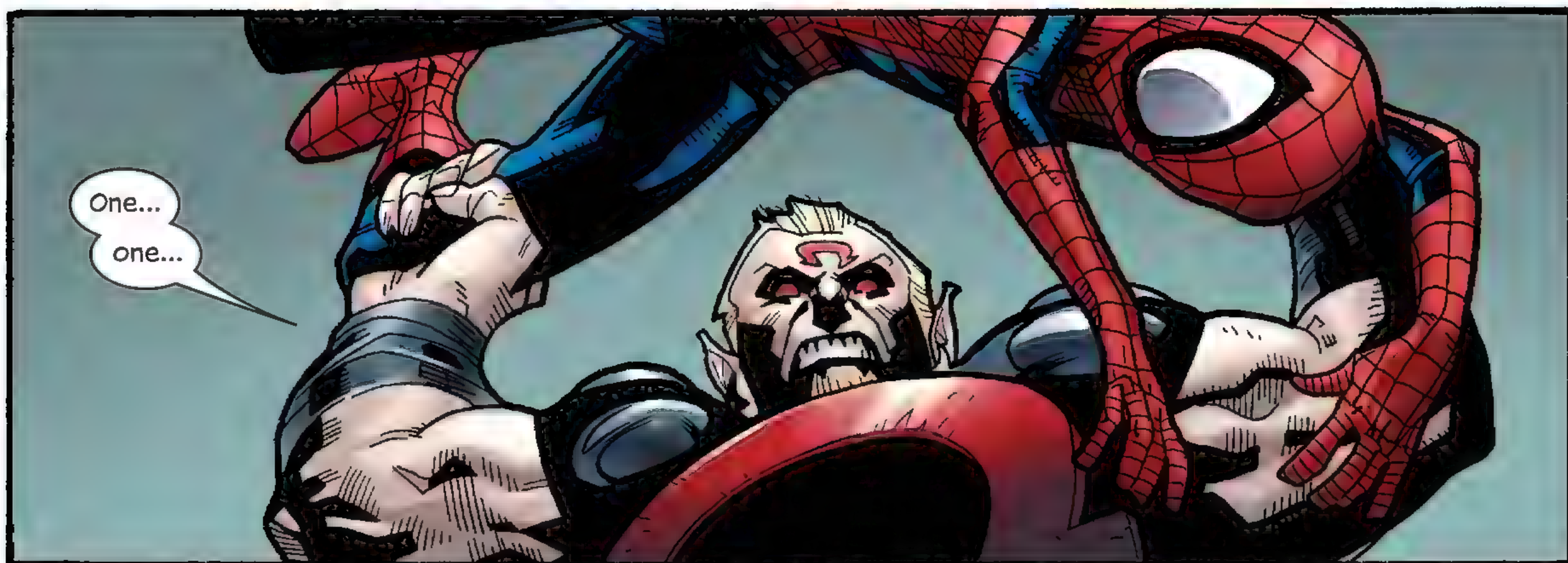
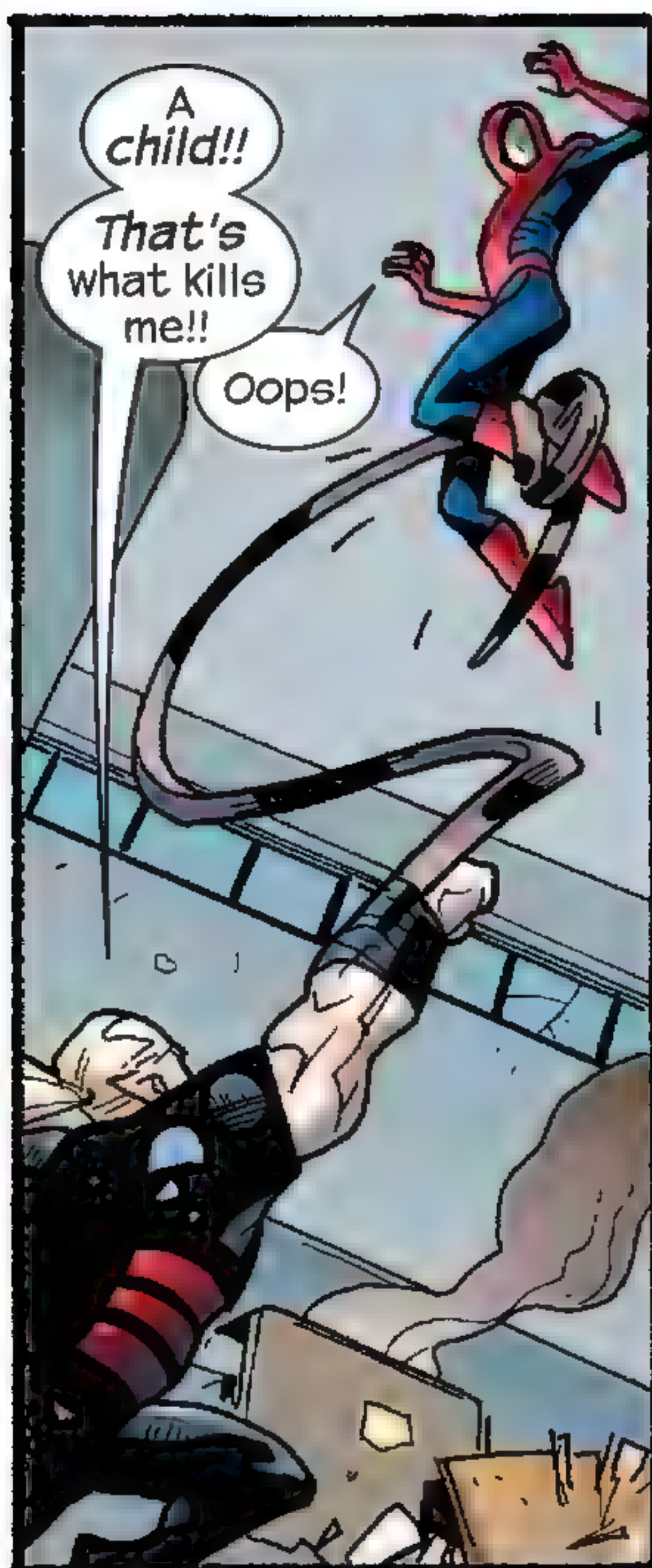
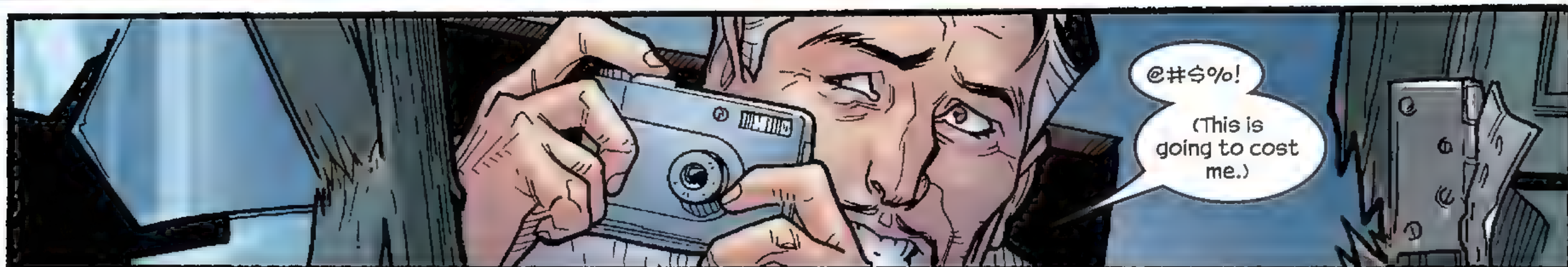
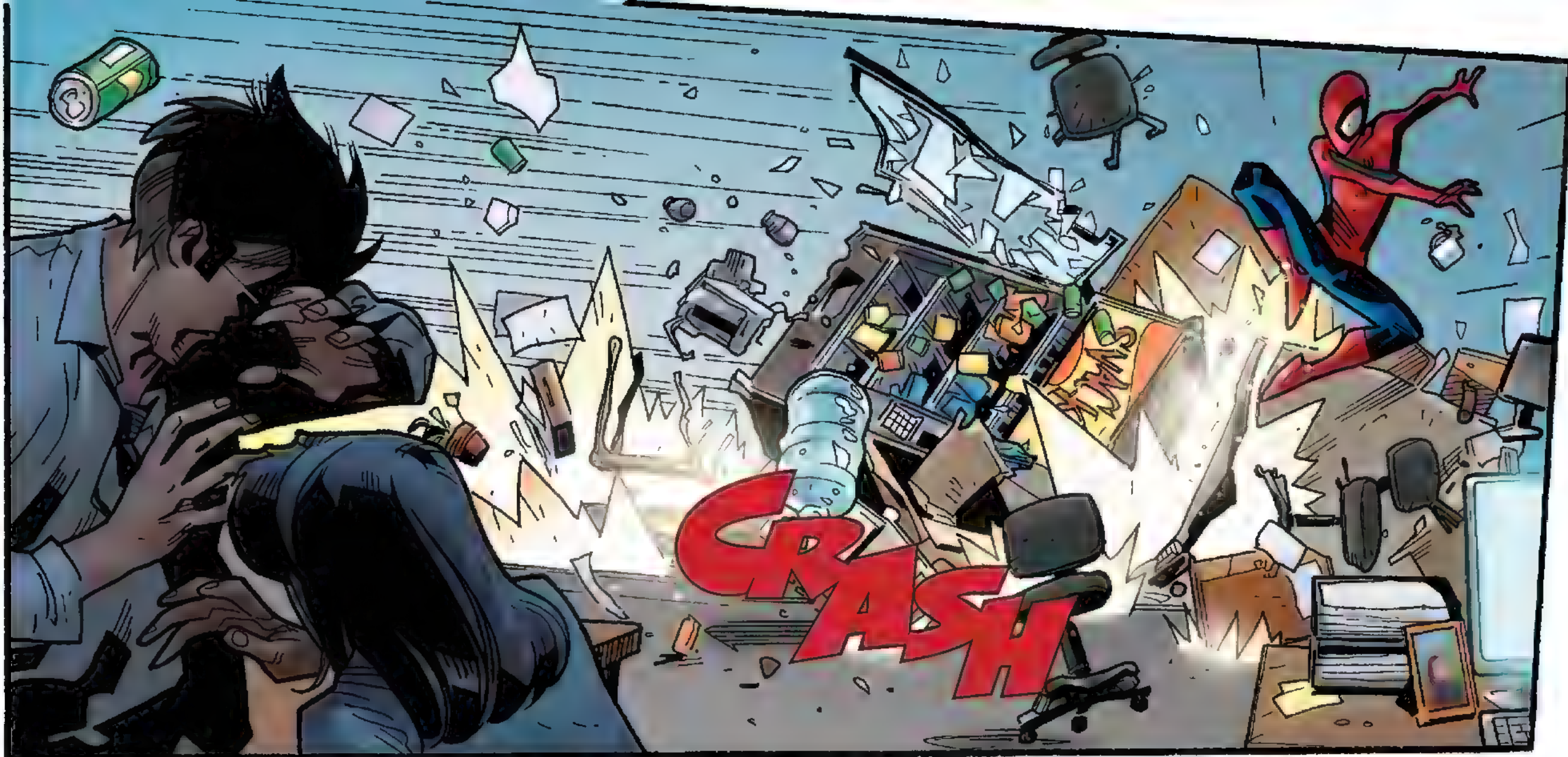




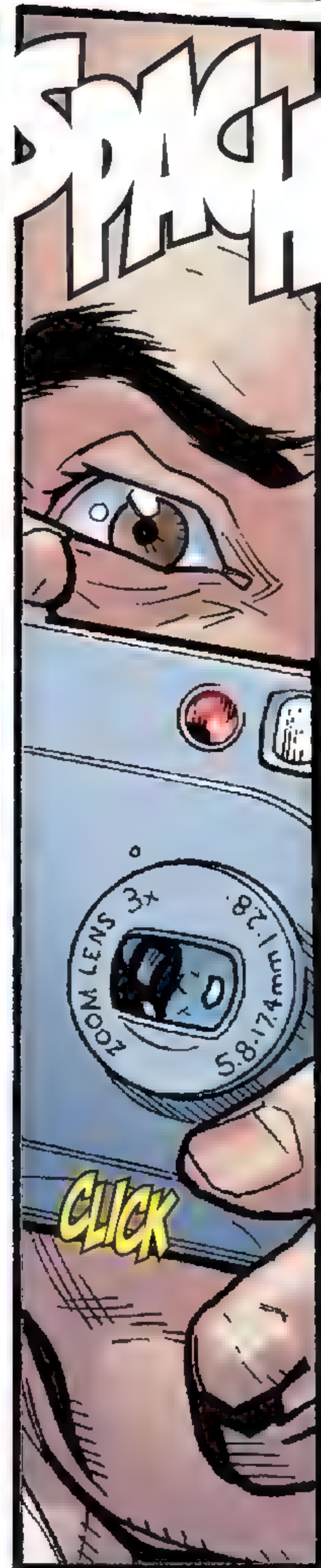
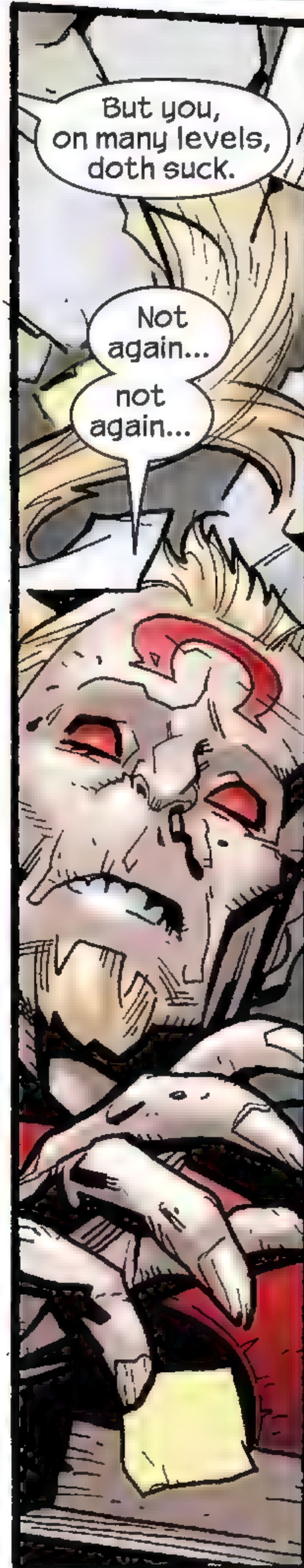
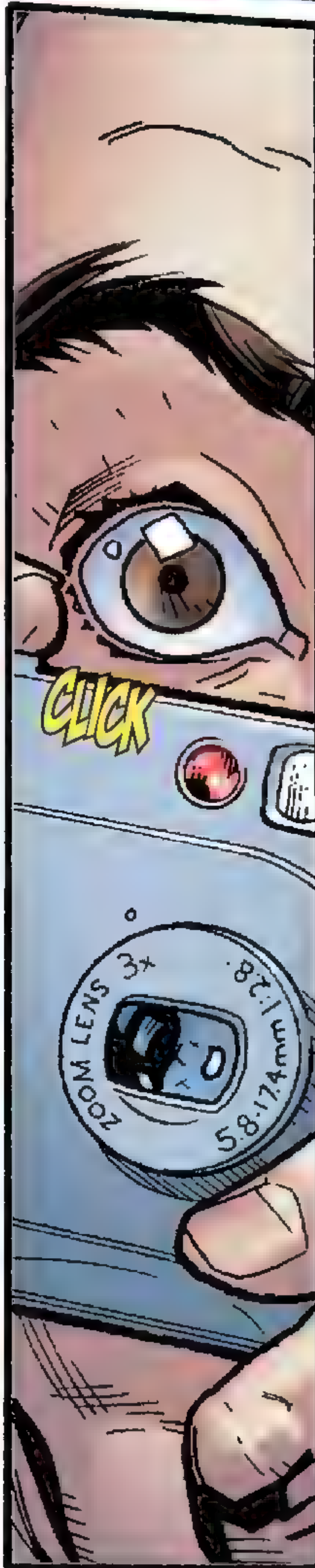
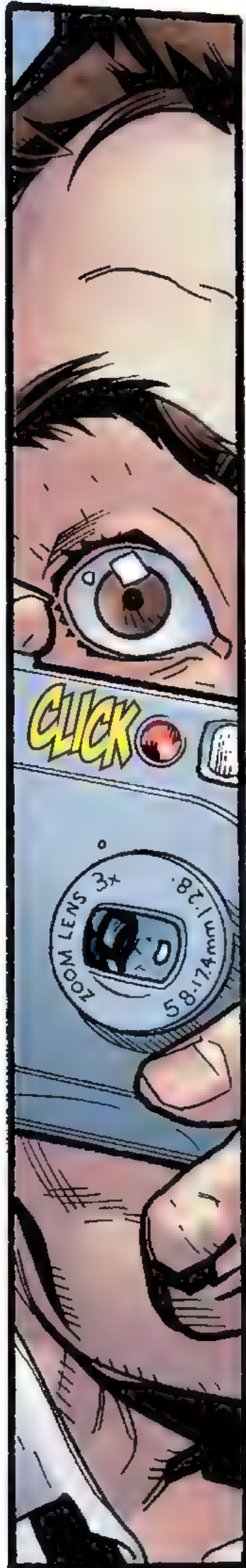
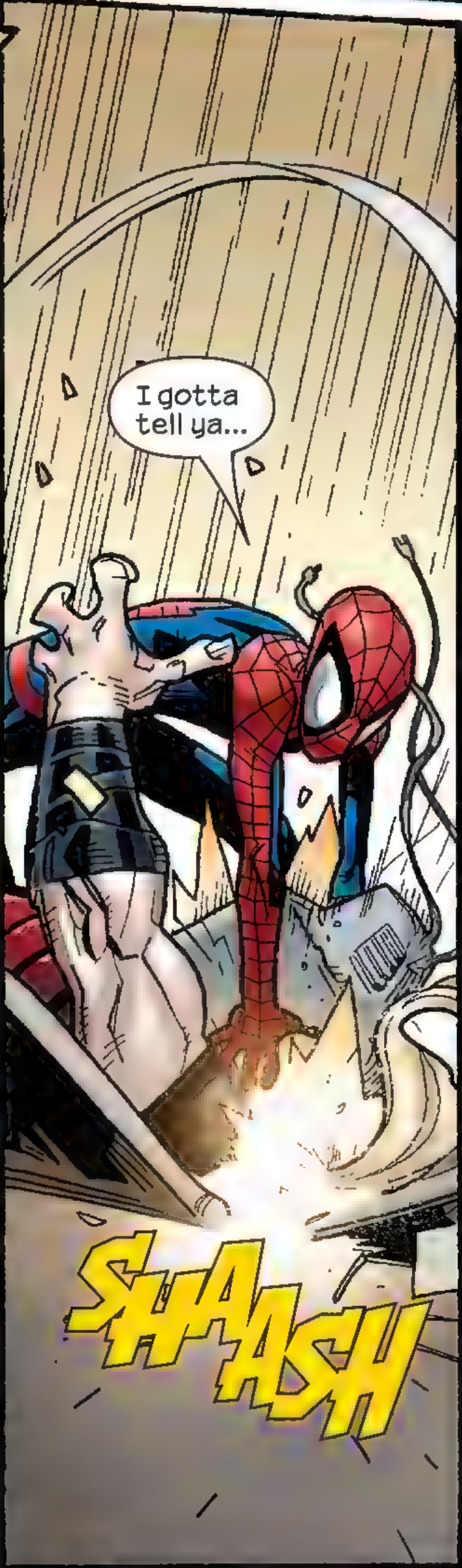
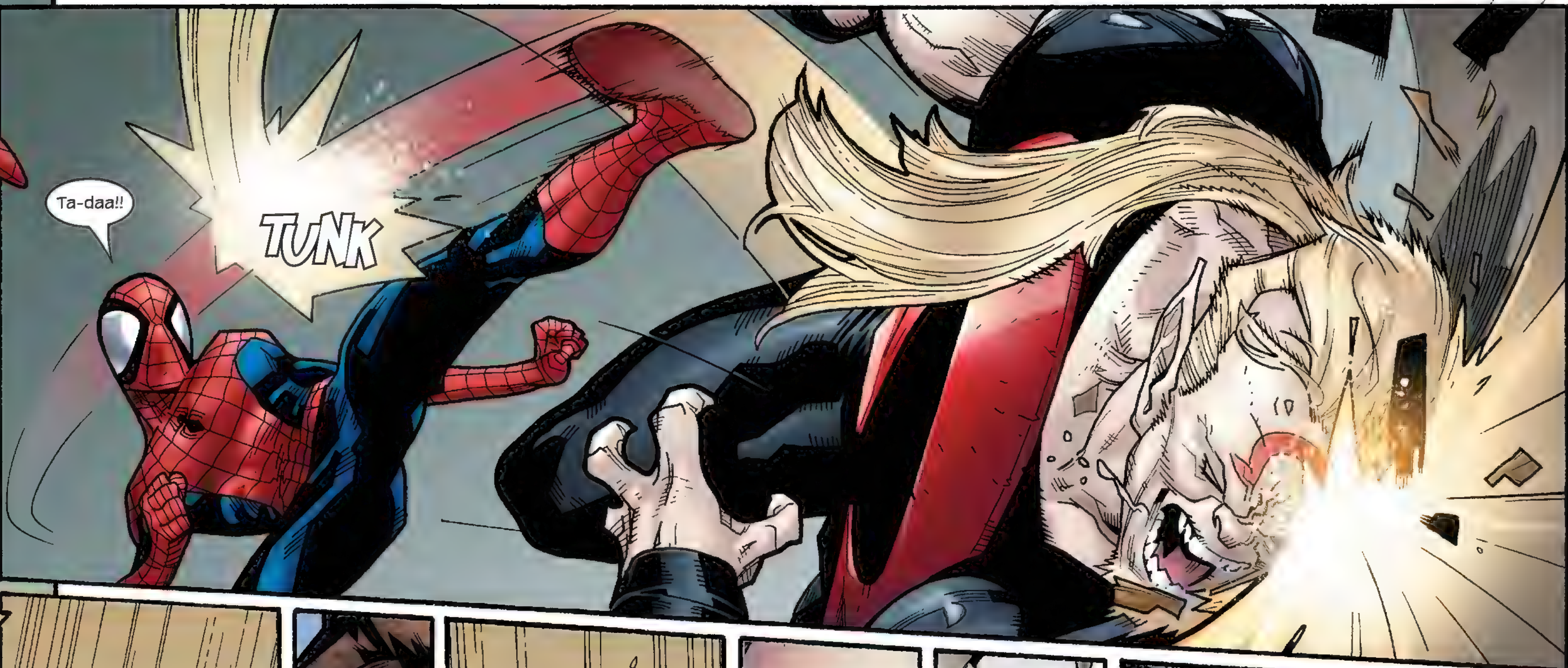




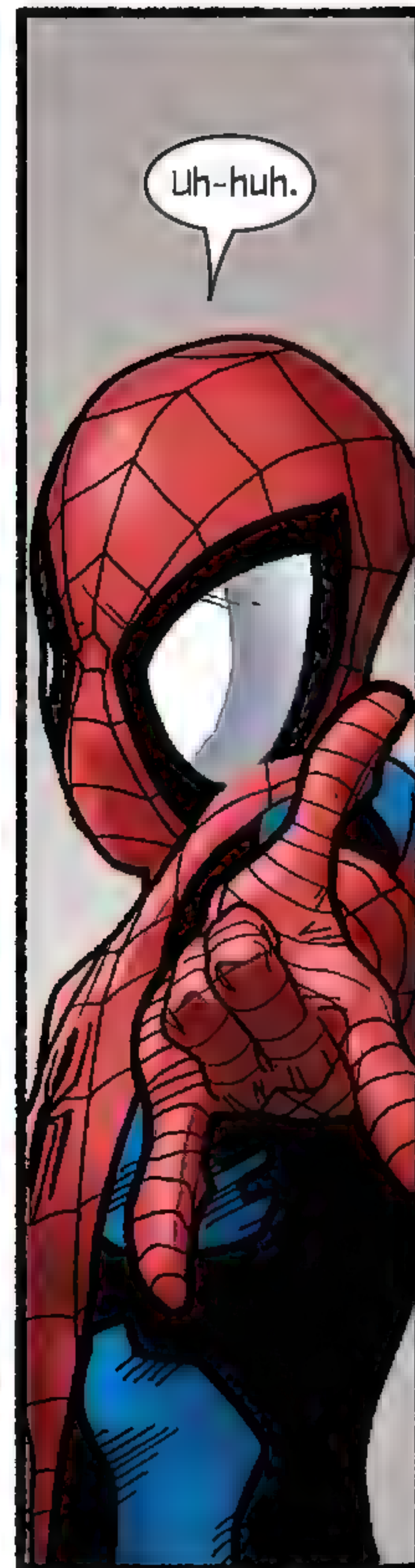




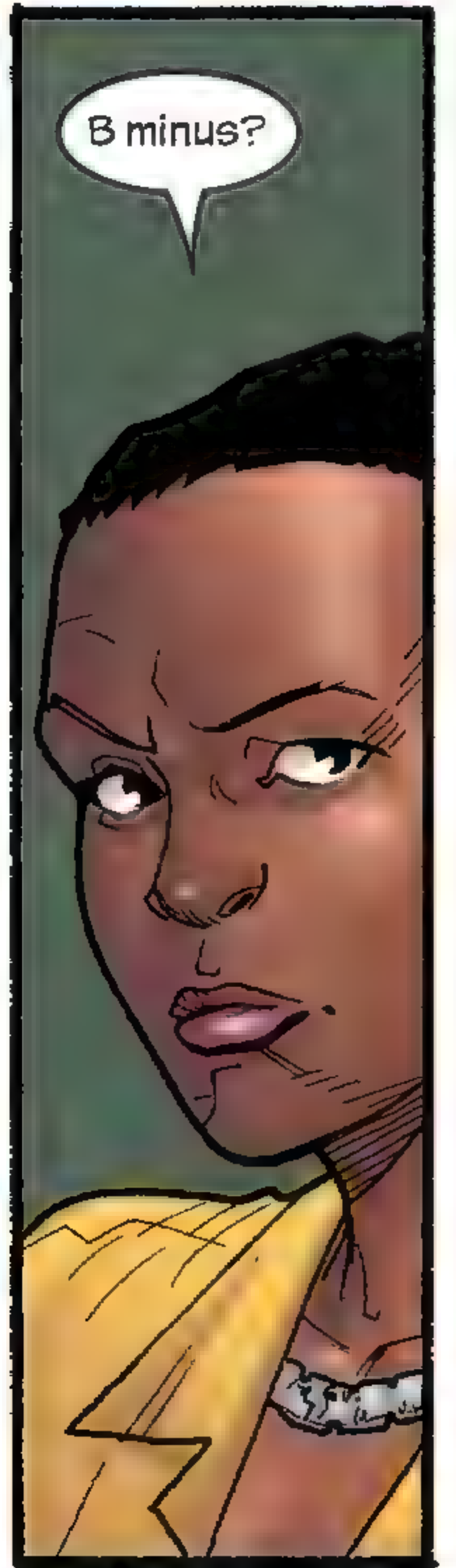
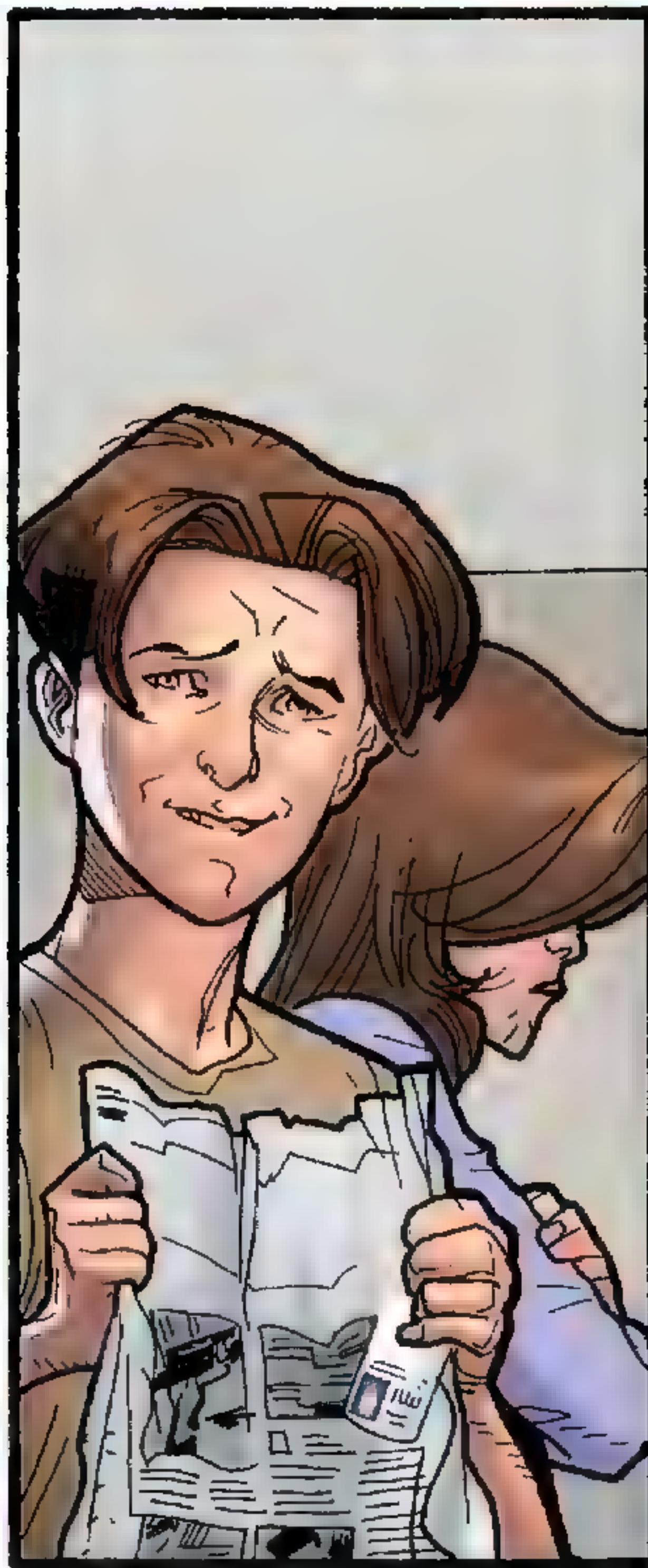
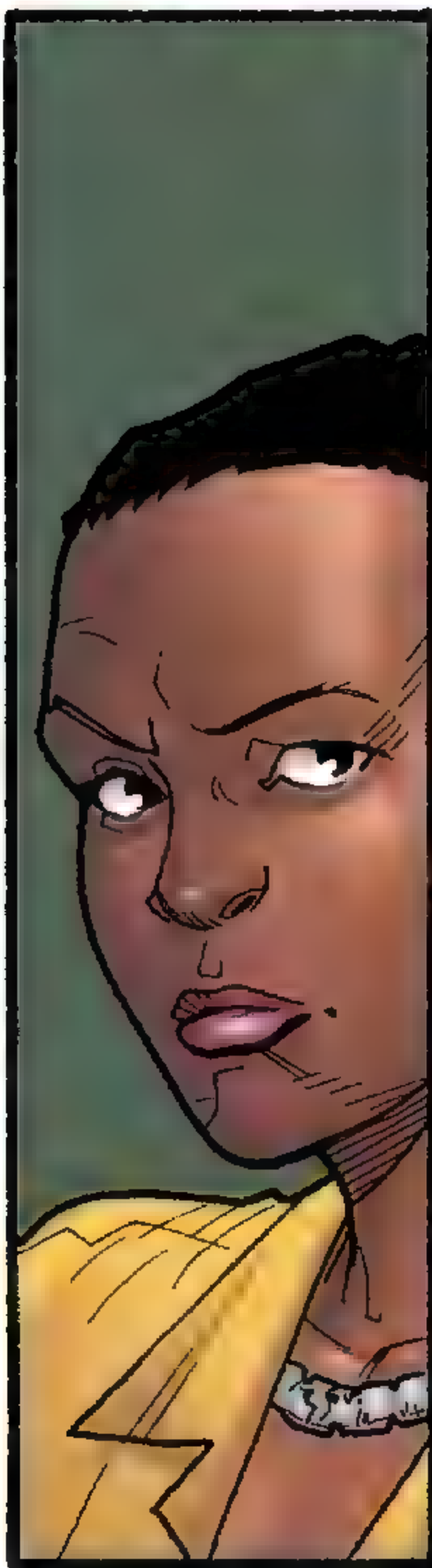
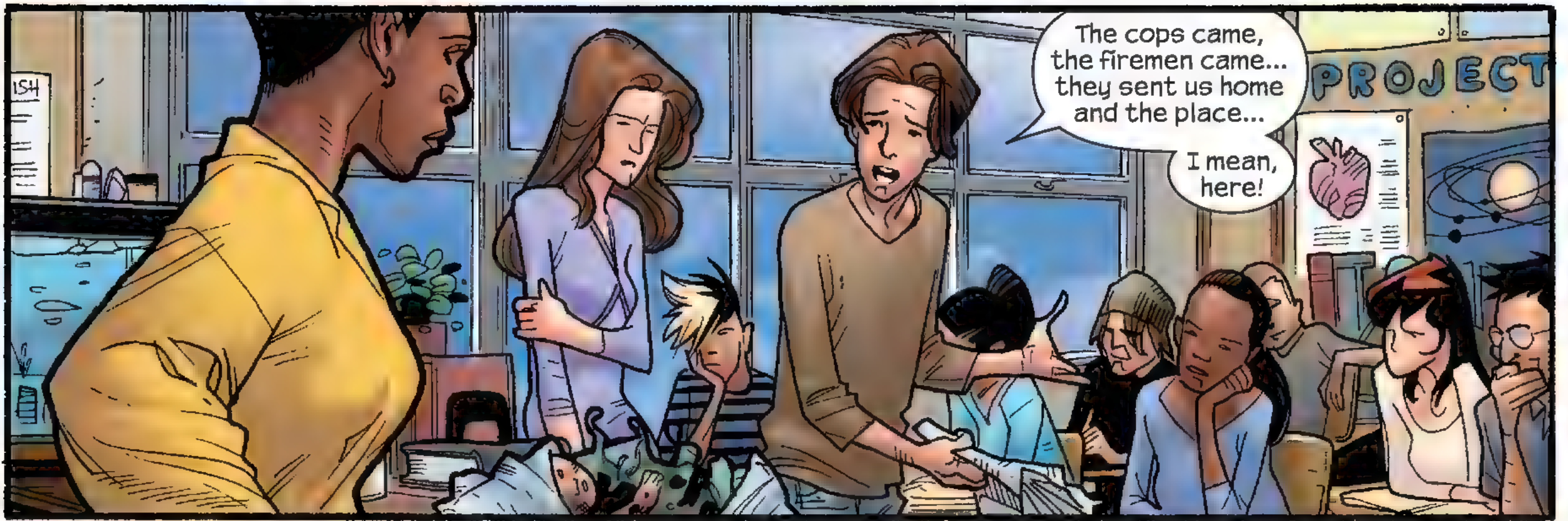












**NEXT ISSUE: THE WORST DAY IN PETER PARKER'S LIFE**



# ULTIMATE SPIDER-MAN®

ISSUE  
**122**



Sal  
15A006

**MARVEL**

**BENDIS  
IMMONEN  
von GRAWBADGER  
PONSOR**



The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high-school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



## PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Peter Parker and Mary Jane have gotten back together, leaving his troubled relationship with Kitty Pryde (of the world-famous X-Men) a shambles. To complicate matters even further, Kitty, who was kicked out of the X-Men, now goes to school with them!

Over the course of his young super-hero career, Spider-Man has had numerous run-ins with a low-rent bad guy who calls himself The Shocker. Each time, Spidey has easily defeated The Shocker and his trademark vibroshock units.

But today it's a different story...

**Brian Michael**  
**Bendis**  
WRITER

**Stuart**  
**Immonen**  
PENCILER

**Wade von**  
**Grawbadger**  
INKER

**Justin**  
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EDITOR

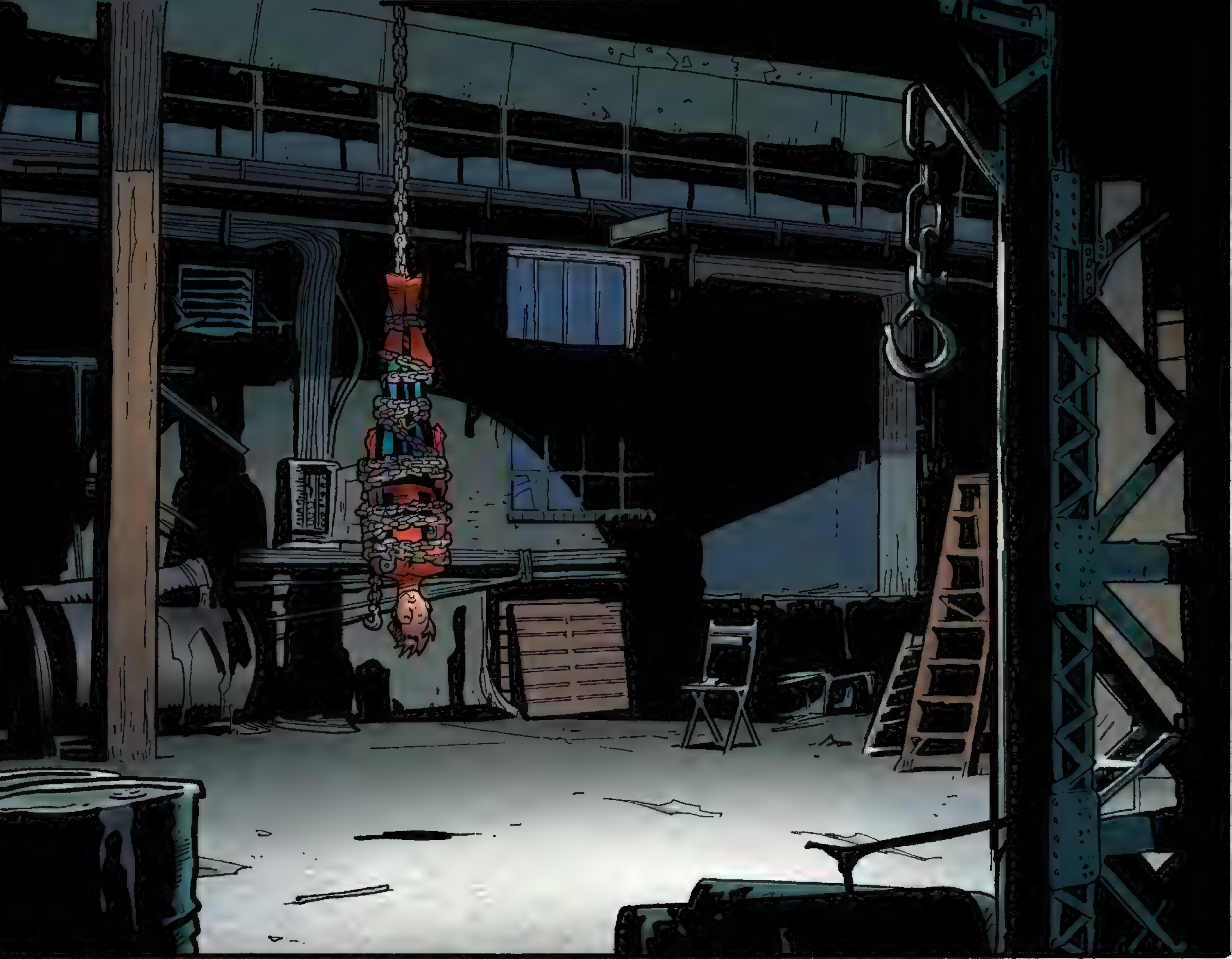
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PUBLISHER

To find Marvel Comics at a local comic shop, call 1-888-COMICBOOK.









Tell me your name, *kid!*

You know *my* name. I'm your funny ha ha joke.

You know who I am.



CLINK  
CLINK

Ow.

TELL ME!!

Tell me who you are!!



Come on, *kid!!*

Tell me a joke. Tell me how funny I am now.

FSXHS



CHING  
CHING

FSXHS-SHHH

MM'YAGHH!

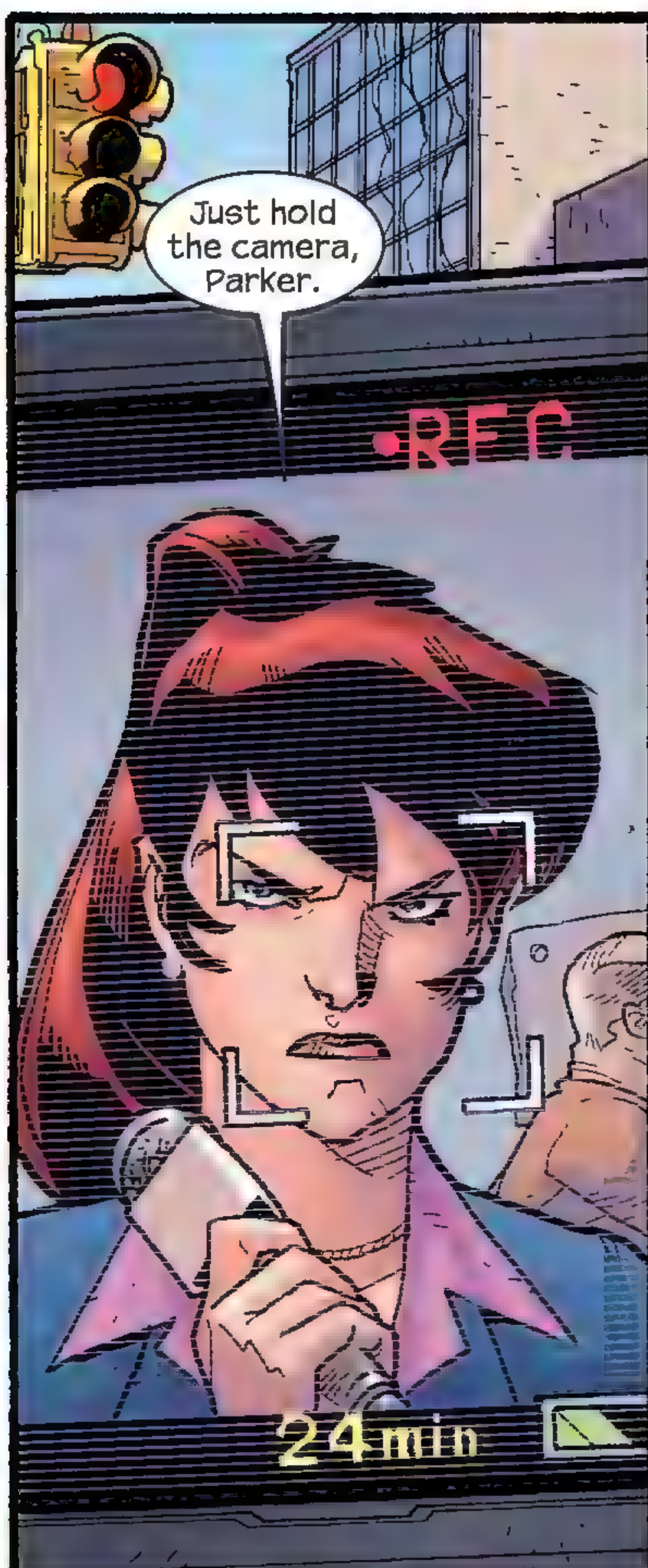




Two hours ago.

HAHAHA  
HAHA!!!

That was  
hilarious!!



Just hold  
the camera,  
Parker.

REC

24 min



Okay.  
Okay.

(No sense  
of humor.)

Please.

Aaaaand  
action.

This is Very  
Jane Matson  
reporting from  
Queens--



I did it  
again.

What is  
*the matter*  
with me??



Hey!!

What?

Did I laugh  
when the butt  
ripped off your  
costume during  
the Rhino  
fight??

Yes.

Well,  
*that* was  
funny. This  
is not.

Please, can  
we just do this??  
I have to have the  
camera back  
to school in two  
hours.



Mary Jane  
Watson. Mary  
Jane Watson.

What  
are we doing  
again?

Man-on-the-street  
stuff about the fall of  
the Kingpin and its long-  
term effects on the  
boroughs.

It's my  
assignment  
for the Friday  
video pod.

(Kingpin!)

Okay,  
"Very Mane  
Cratson," when  
you're ready.

Aaaand  
action.

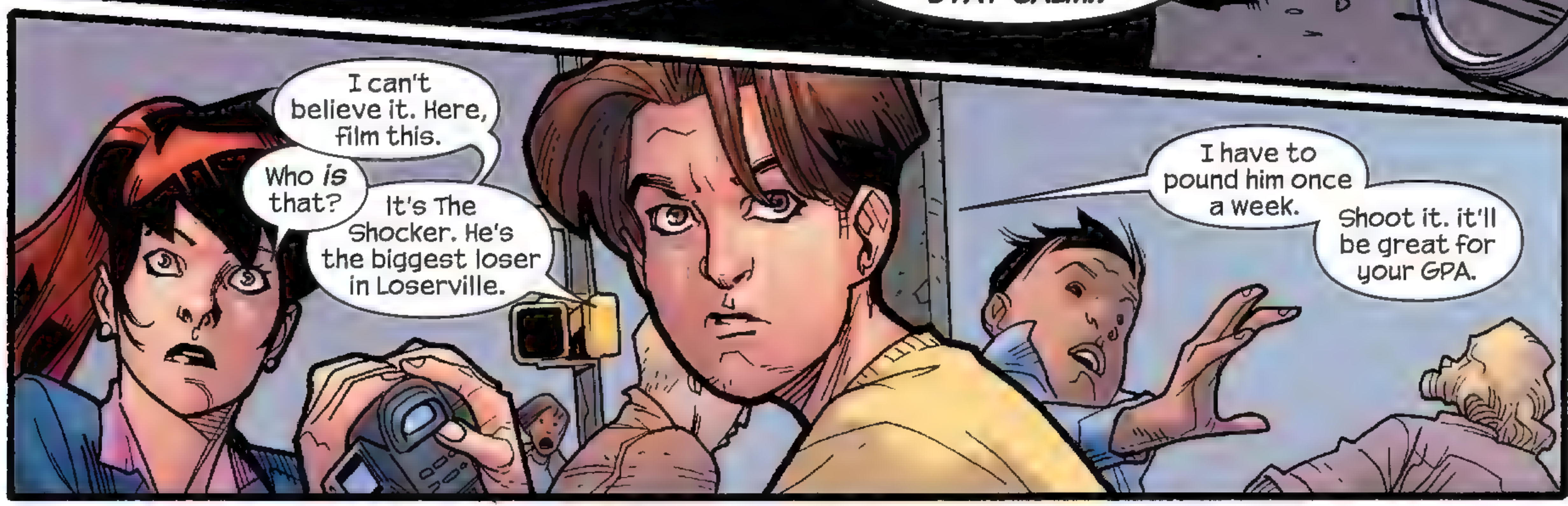








Everyone down!!  
EVERYONE  
JUST GET DOWN AND  
STAY CALM!!







Oh,  
Herman...  
Now you're  
just embarrassing  
all of us!!

Hey, I  
get it.

I do.

I wanted to  
be a drummer in  
a rock-and-roll  
band. I did.

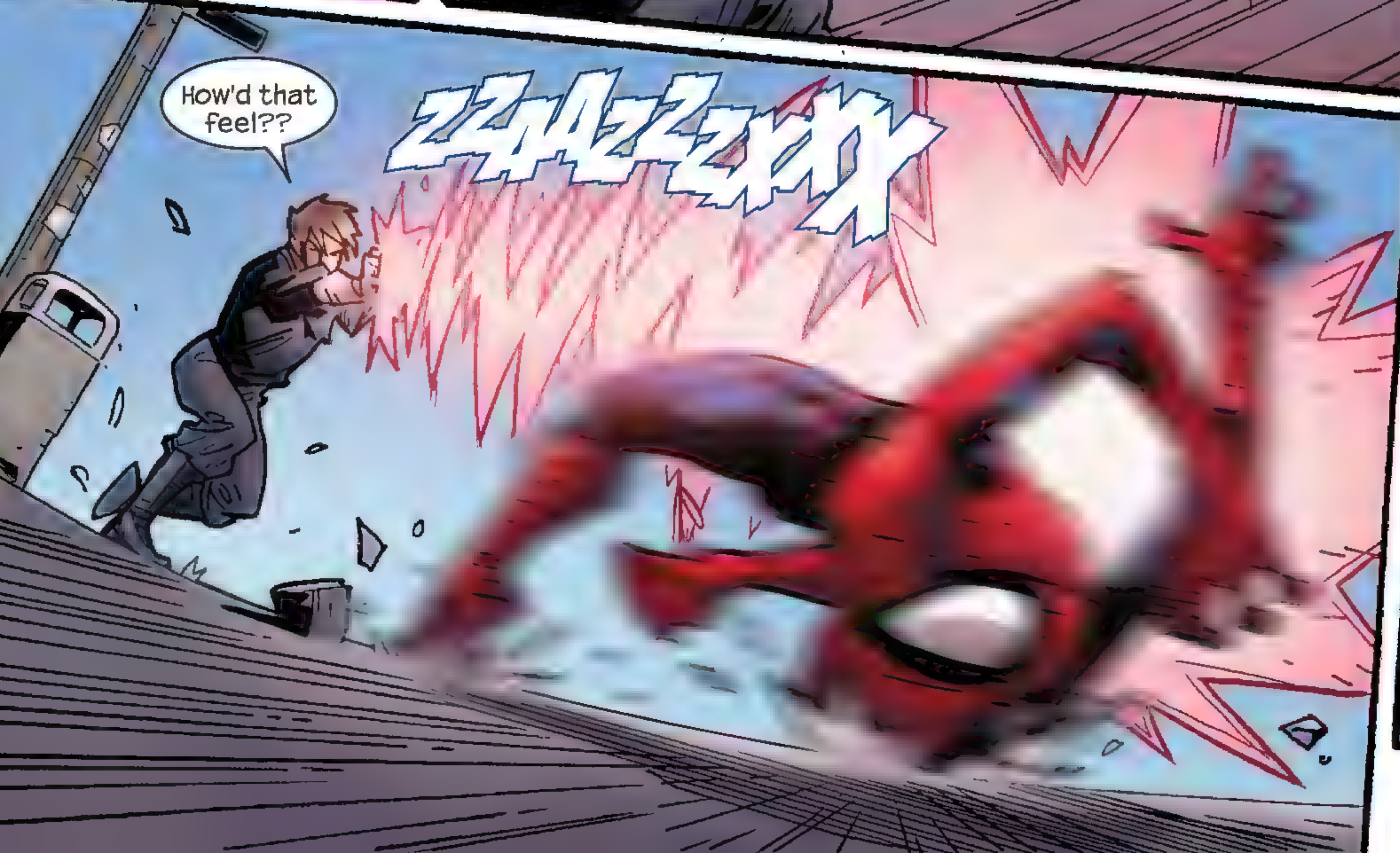
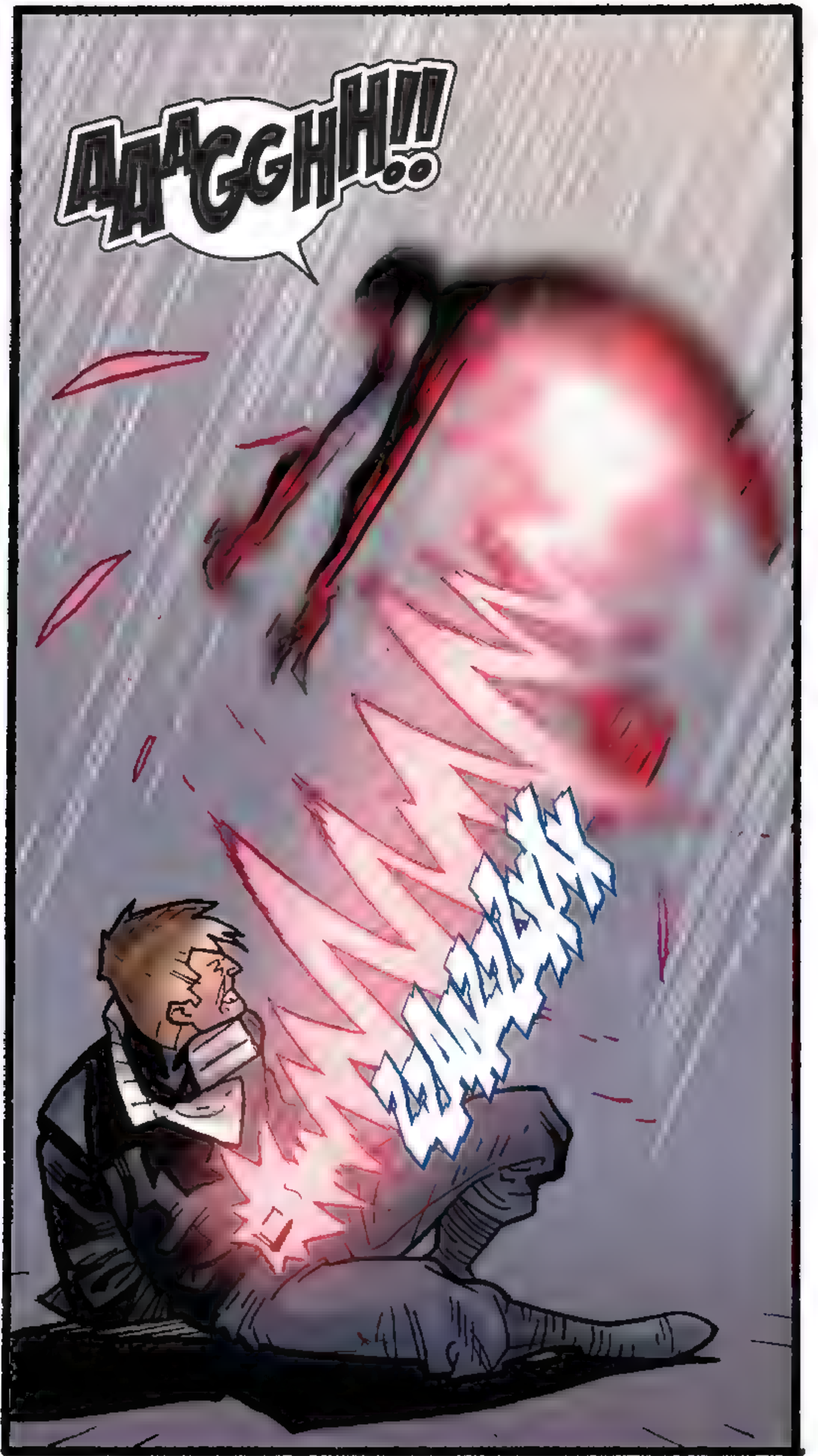
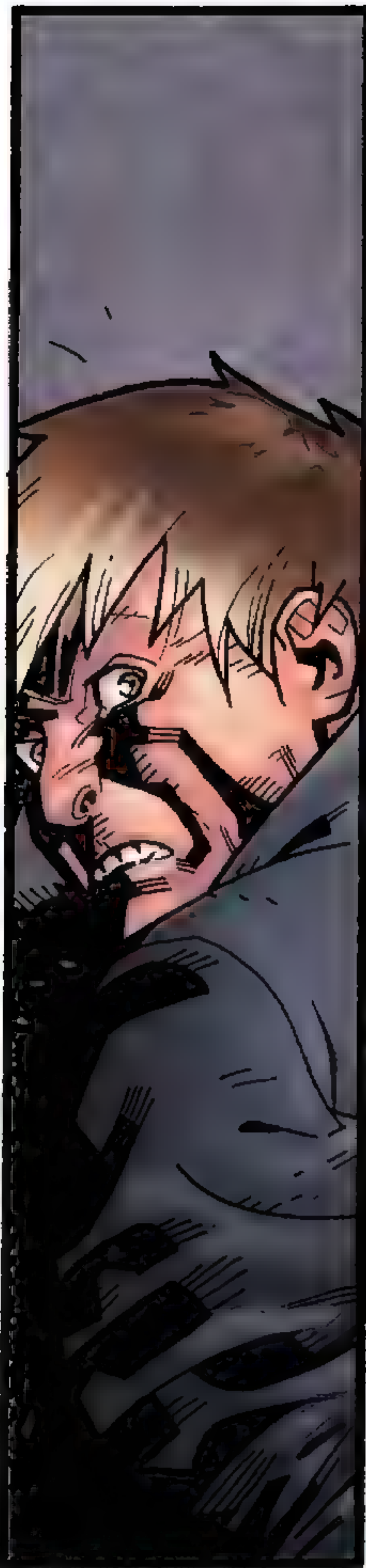
But then I  
tried it and  
realized I, in  
fact, sucked  
at it.

SPLOK

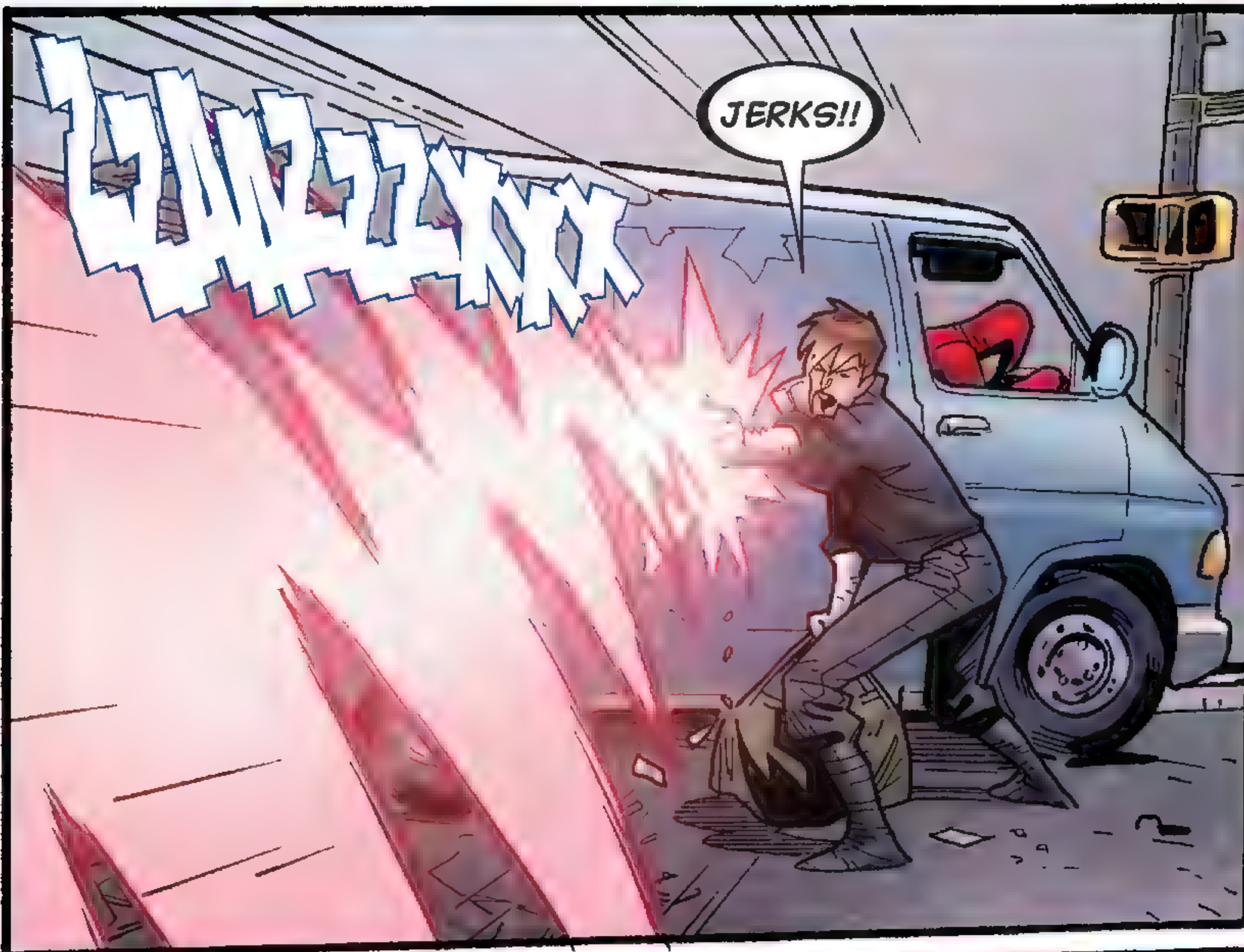
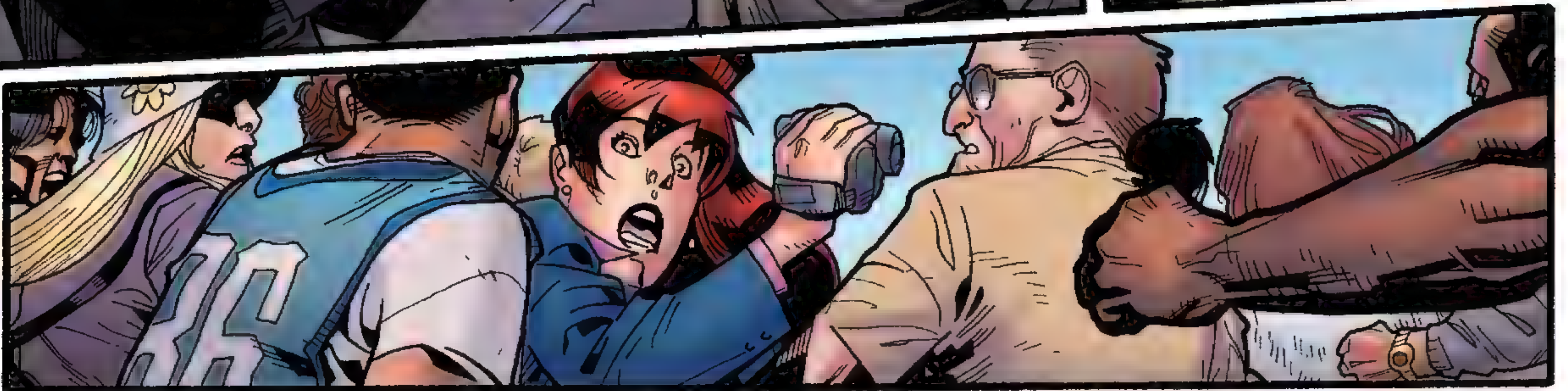


Ha!!











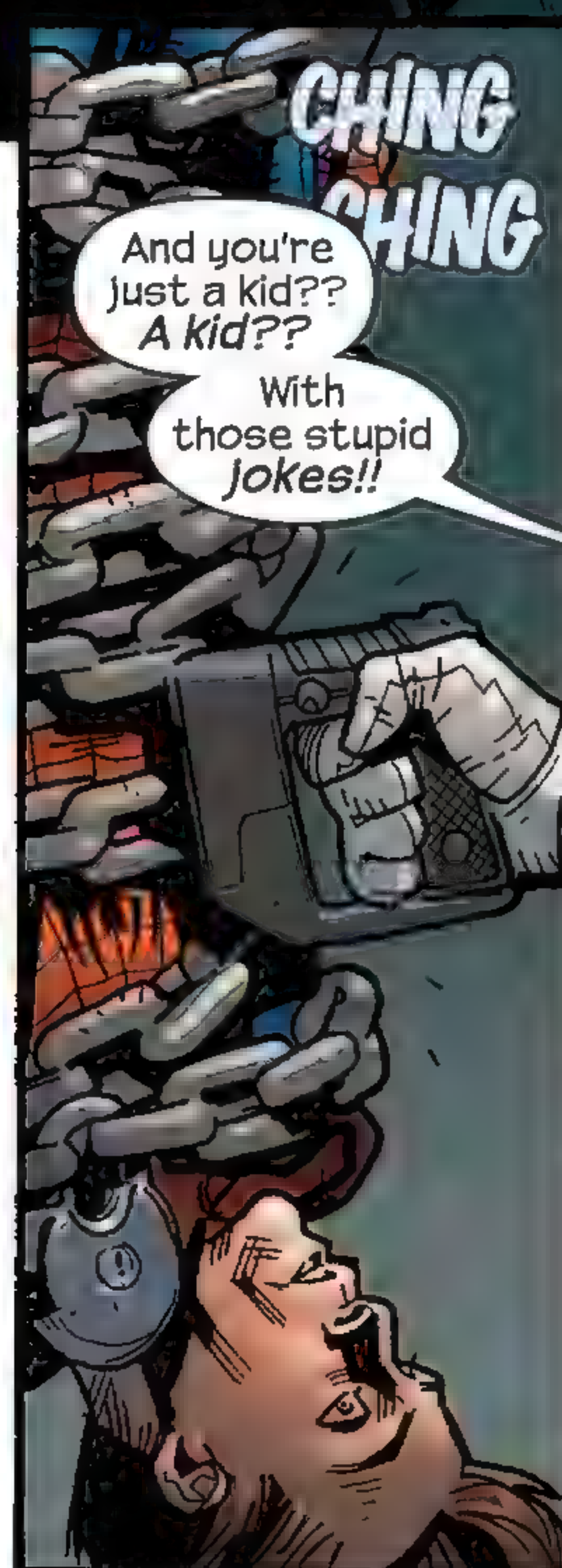


Do you have any *idea* how much *money* you've cost me?

CHING CHING

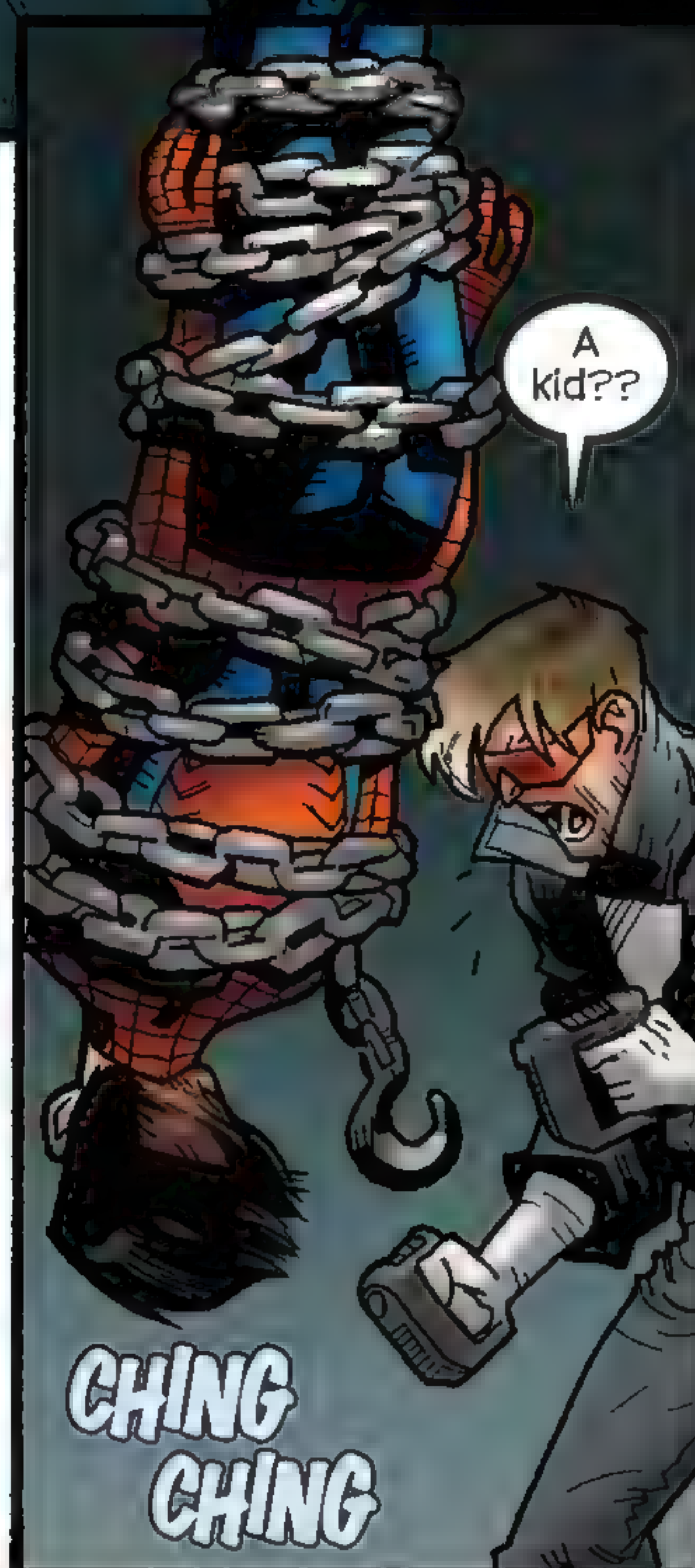


How much *time* in my life you've wasted?



CHING CHING

And you're just a kid??  
A kid??  
With those stupid jokes!!



A kid??

CHING CHING



I'll kill you!!  
I will!!  
I'll kill a kid. A FREAK kid!!



I'll kill you and-  
and no one will find you 'til I'm long gone!!

Why did you have to laugh at me!??!



What was so funny??

AAHH!!



Wasting my life away and it was a kid.







**PEOPLE!!**

We're looking for witnesses to the actual crime and abduction.

Do your **OWN** homework, piggles!

Please, we're just trying to--

Oh, I saw the whole thing.

Spider-Man was working *with* the other guy...



What?

I know a scam when I see one. They teamed up to rob the--

You're out of *your* mind!!

Oh, like *you* know.



Oh man oh man...

Hey, Kitty. It's-- it's MJ.



MJ Watson?

Uh, why are you calling *me*? You hate me.

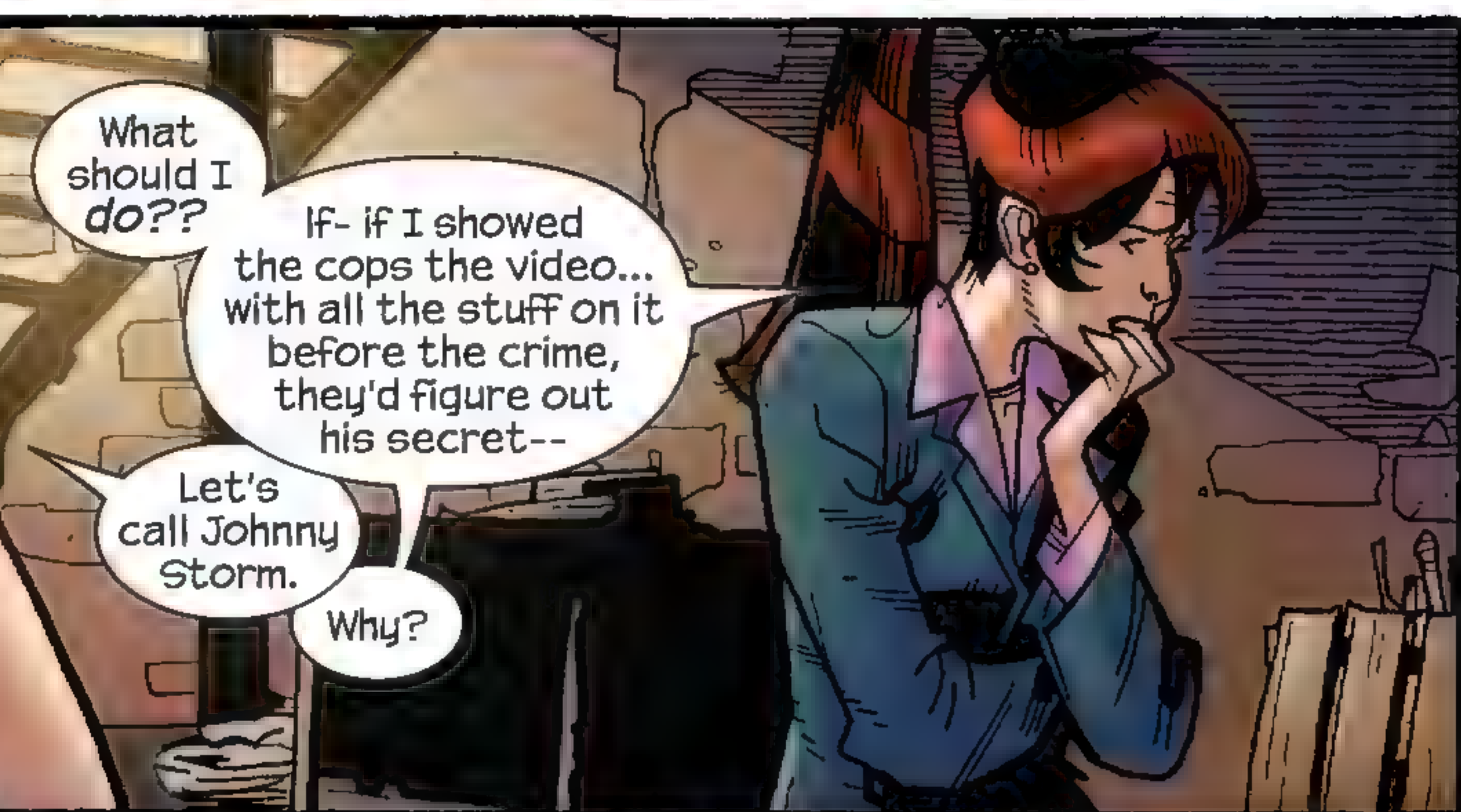
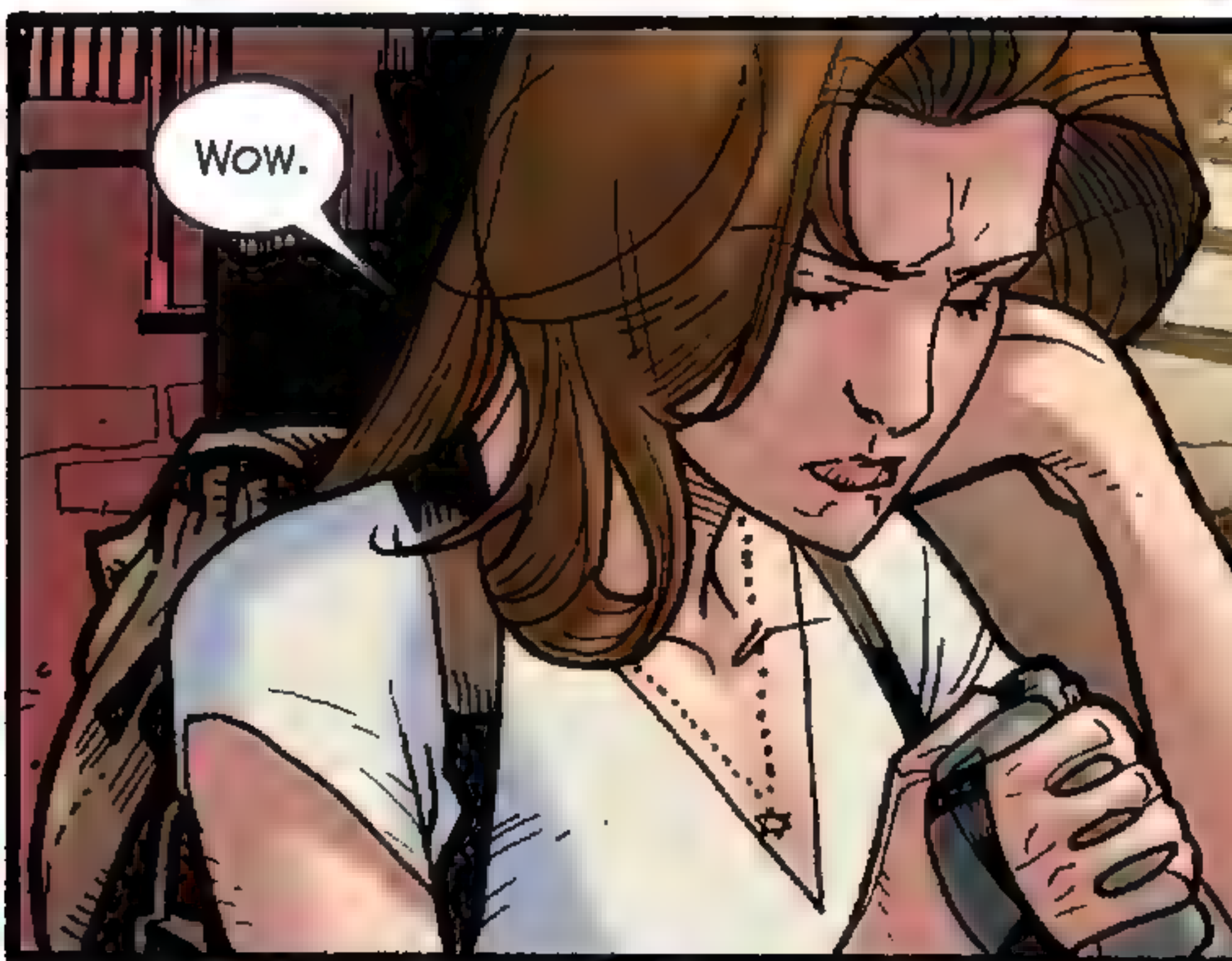
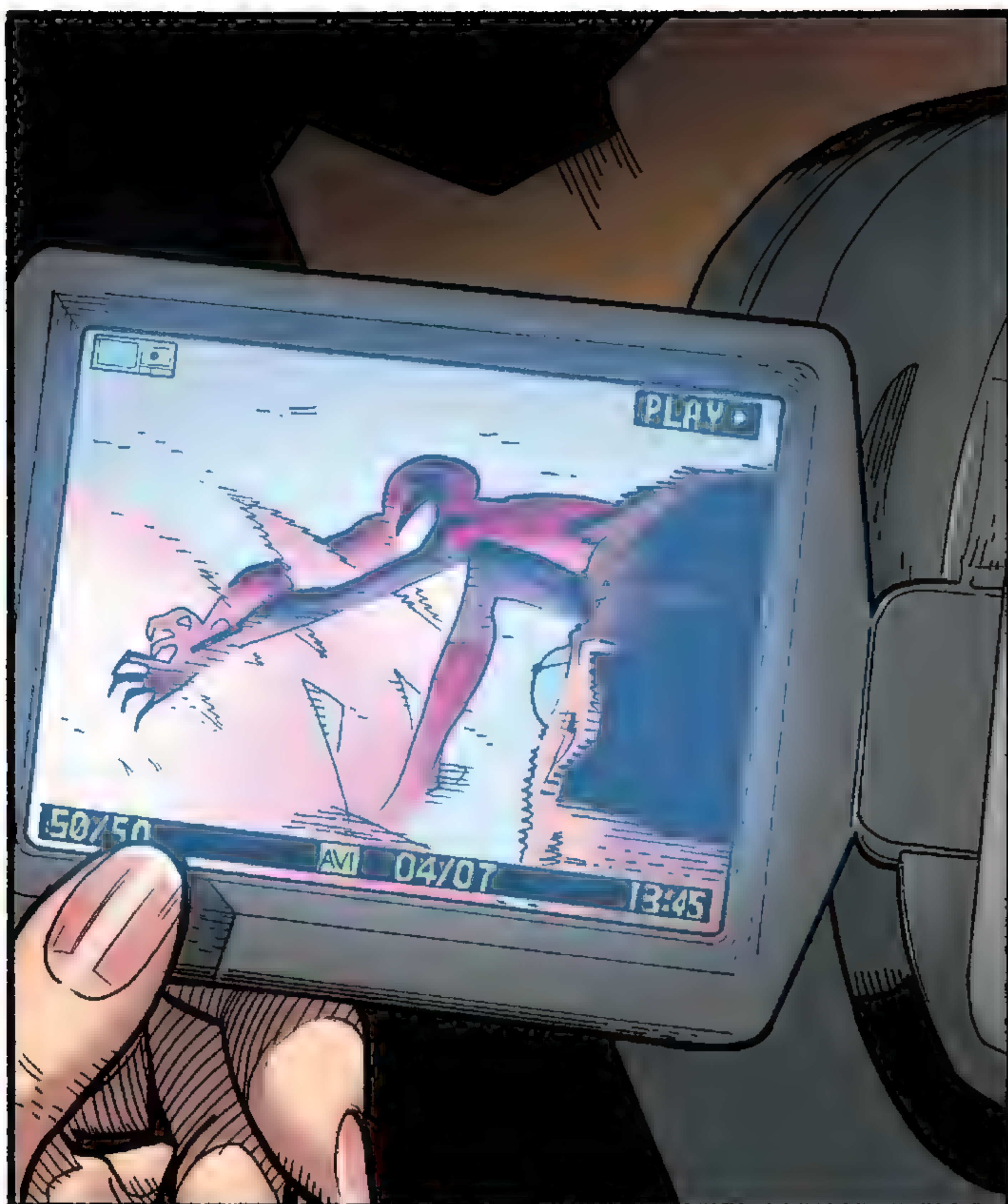


There's-- oh, God-- there's been trouble.

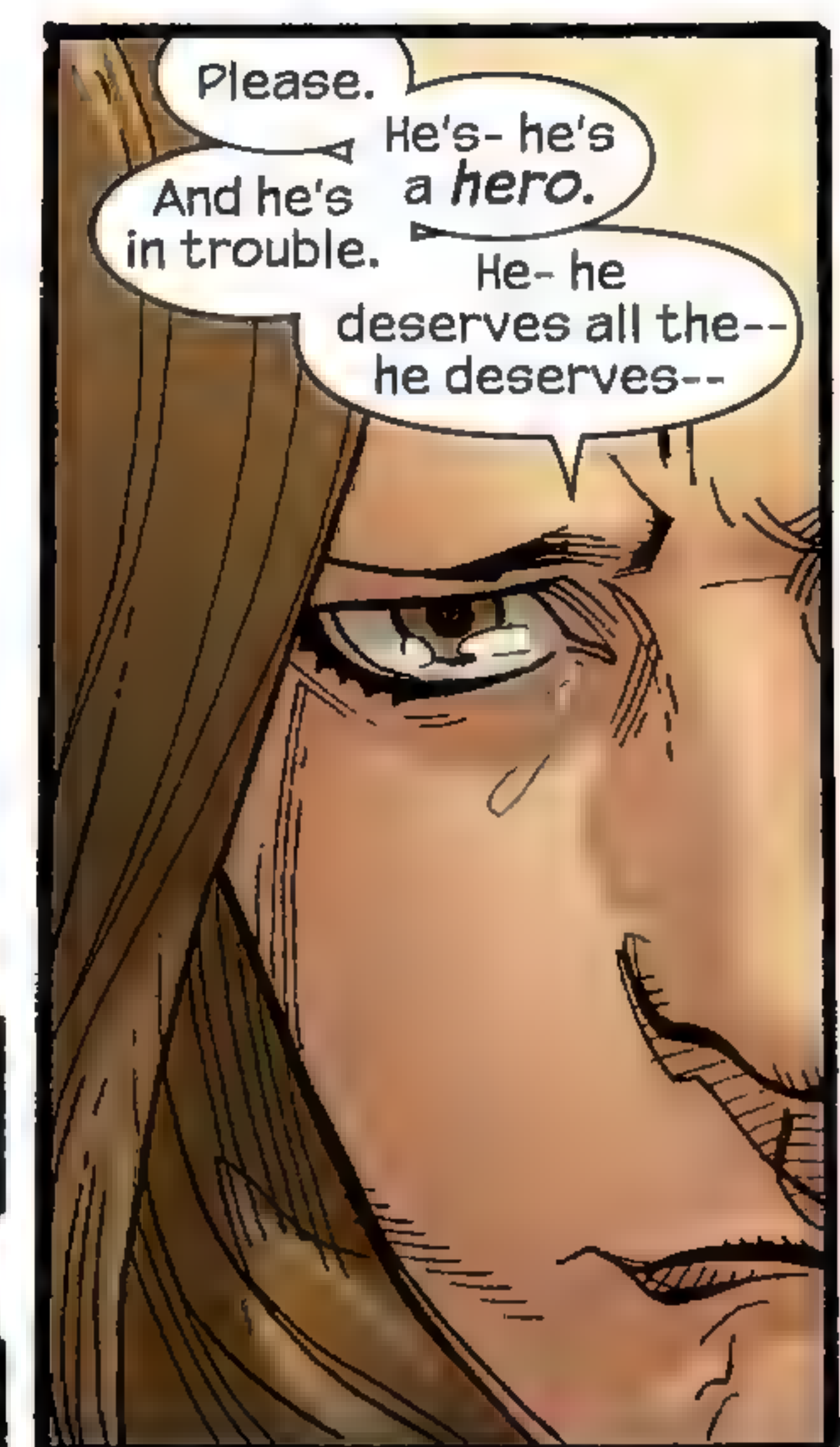
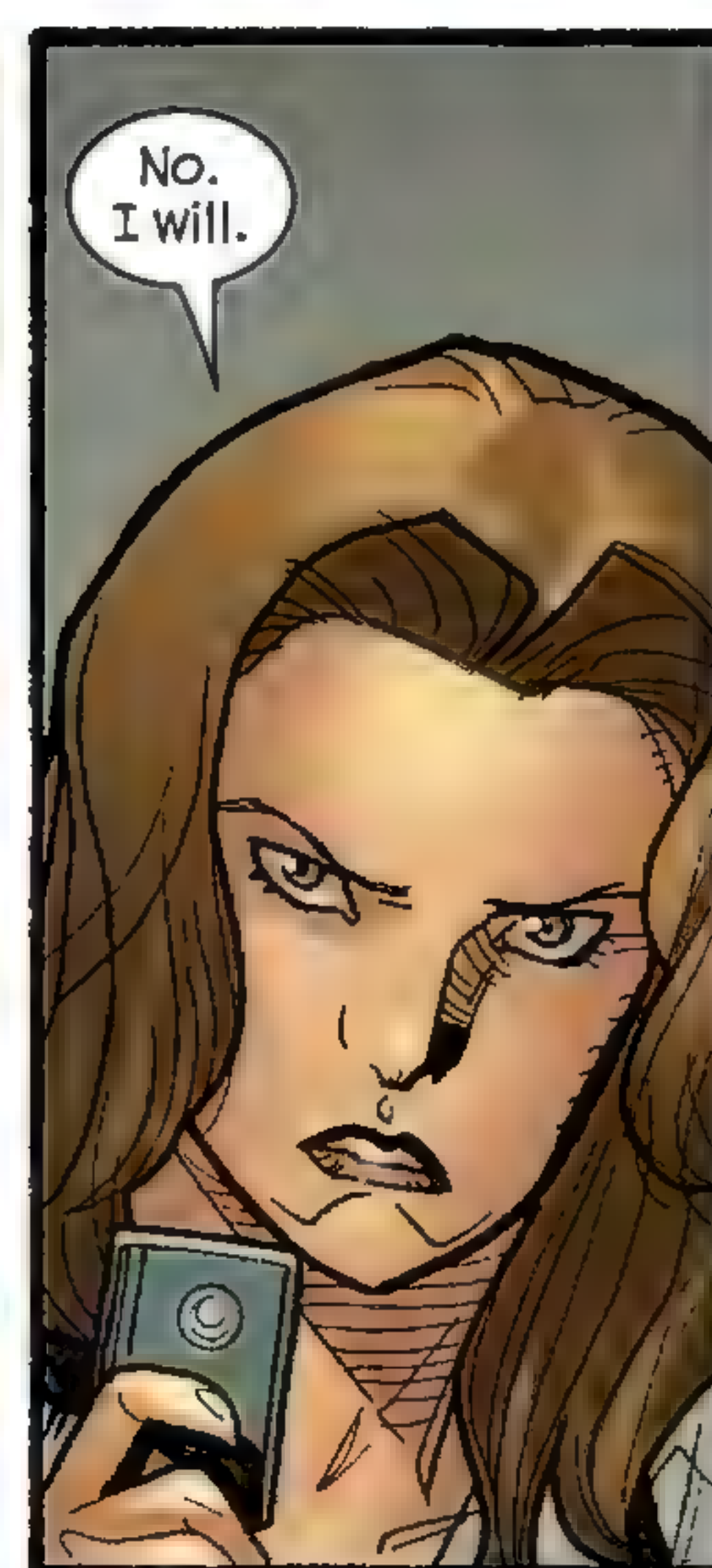
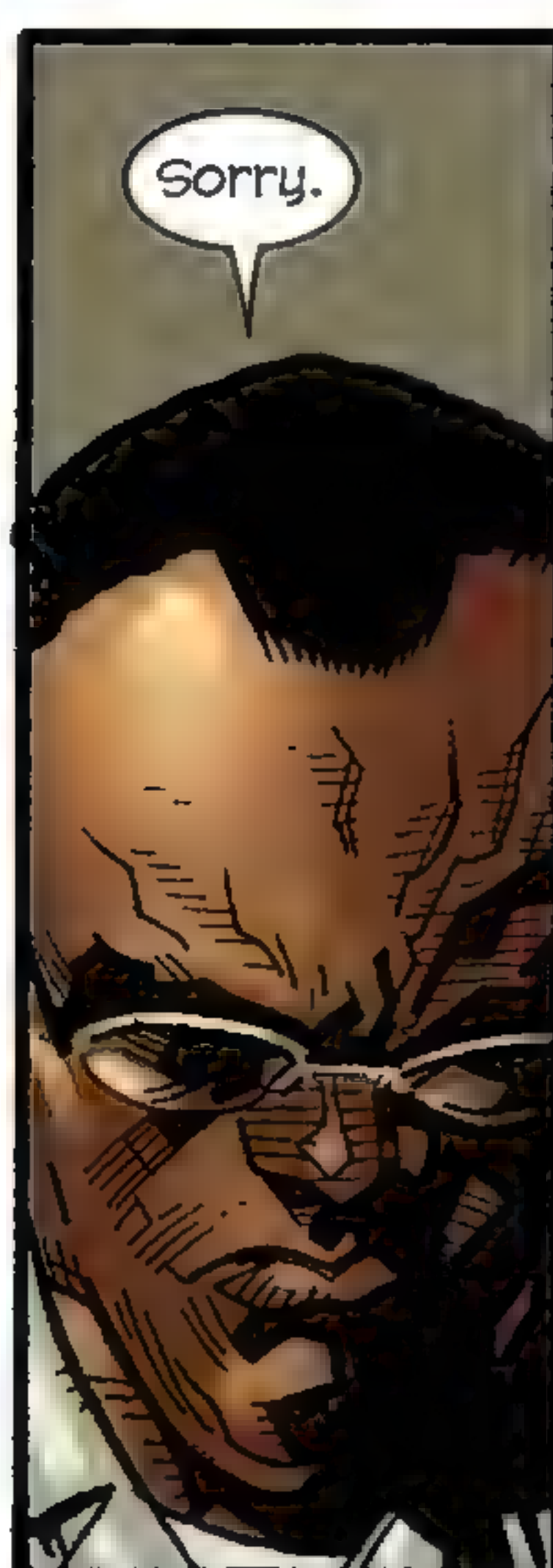
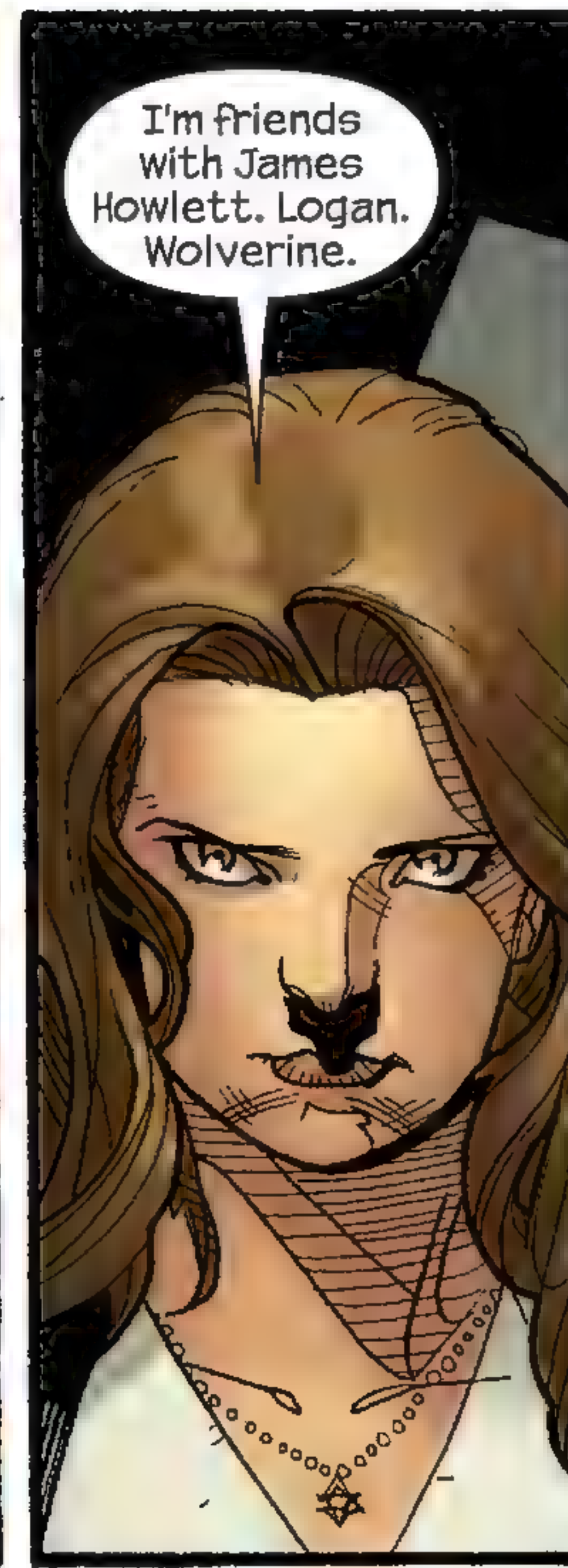
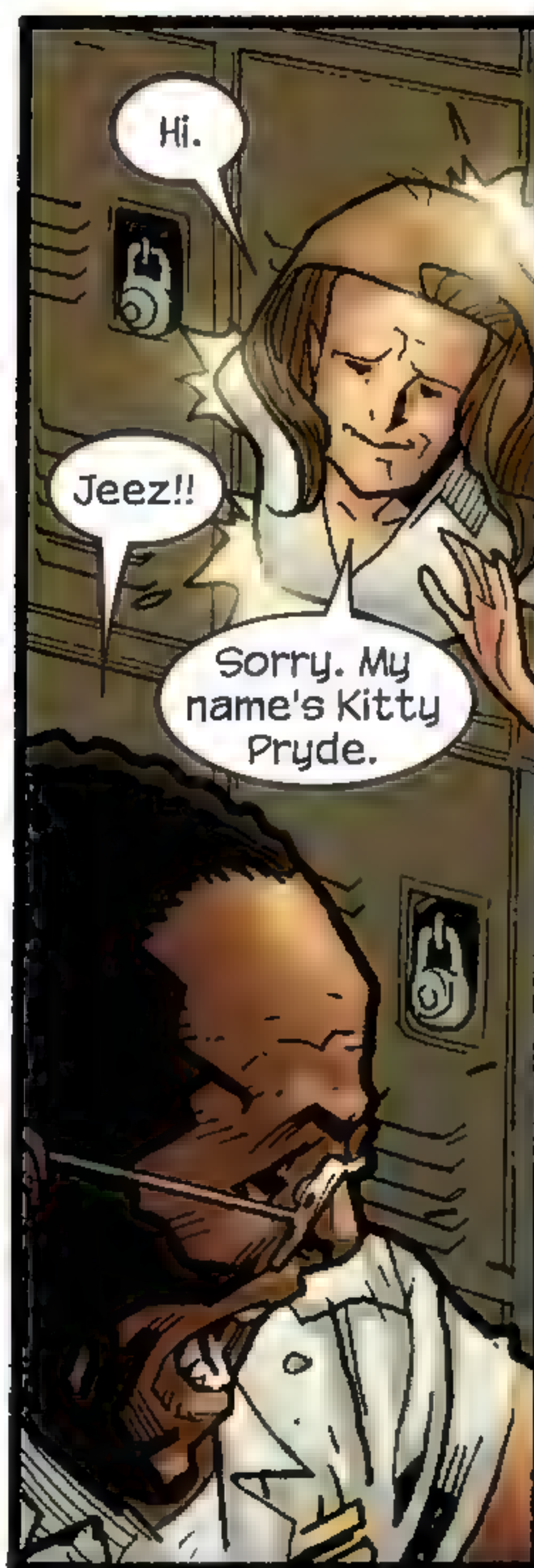
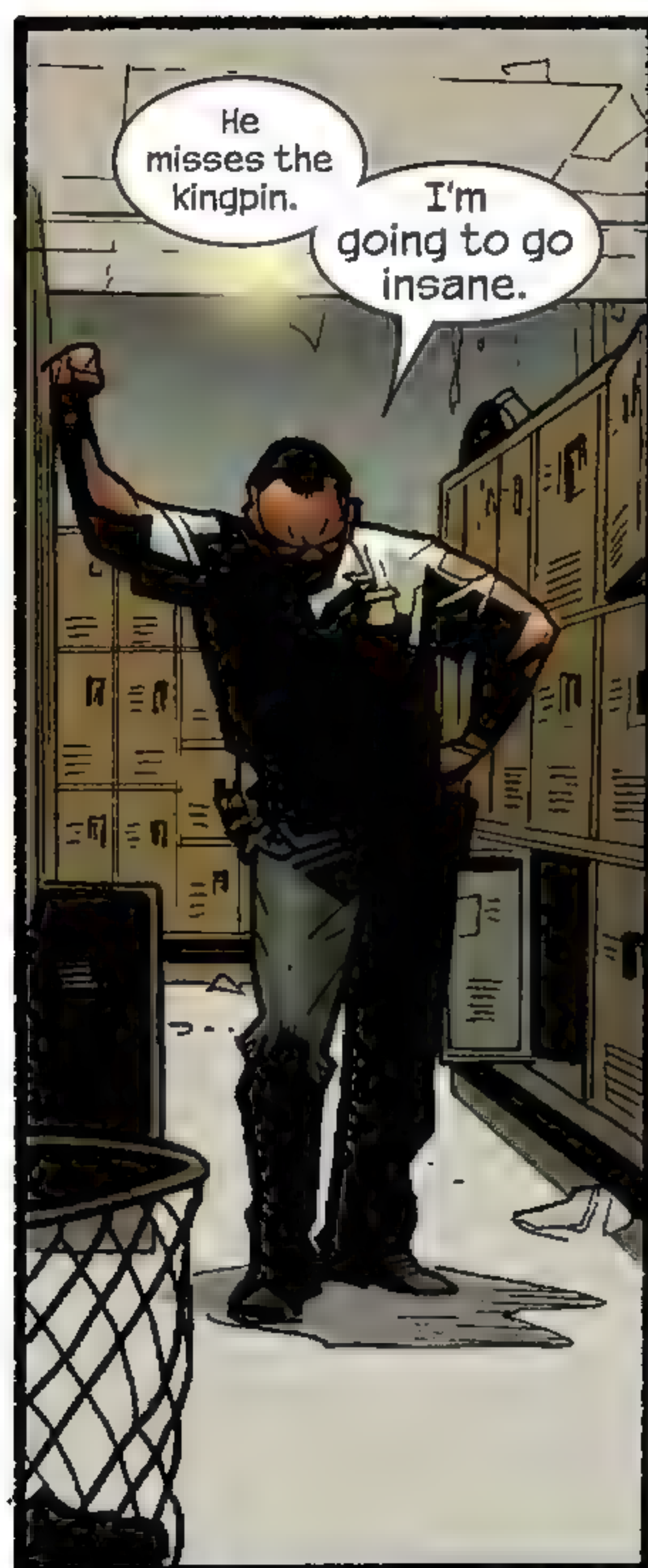
There's trouble and I don't know what to do.















The way I see it, kid...

AGH!!

You owe me *hundreds* of thousand of dollars.

Not including-- Not including the *months* I've lost in and out of the joint.

Legal bills.

Hey man, AGH!! You rob banks.

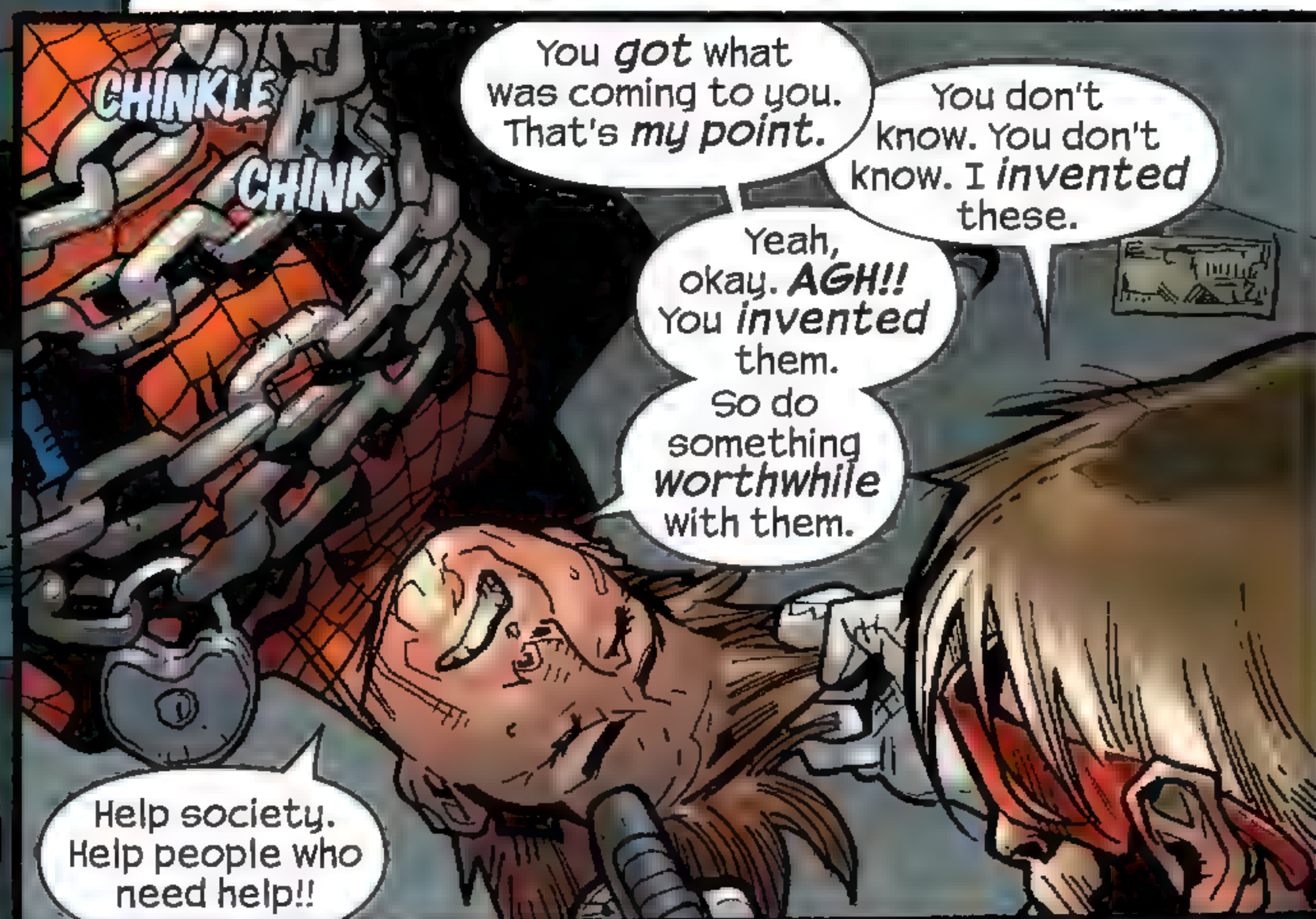
What did you *think* was going to happen?? OW!!

What did you think the outcome was going to be??

CHINKLE  
CHINK



The outcome?? The outcome is I get what is coming to me.



CHINKLE  
CHINK

You *got* what was coming to you. That's *my* point.

You don't know. You don't know. I *invented* these.

Yeah, okay. AGH!! You *invented* them. So do something *worthwhile* with them.

Help society. Help people who need help!!



CHINKLE  
CHINK

You're an *idiot*.

I'm an idiot?? Hey!!

You were *smart* enough to create those, but you're *not* smart enough to come up with *anything* better to do with them than *rob banks*??

Badly, I might add...



SHUT UP!!

CLUNG!!

AGH!!





SHUT UP!!

"Help people."

Who should I help?? Who ever helped me??

"Help people."

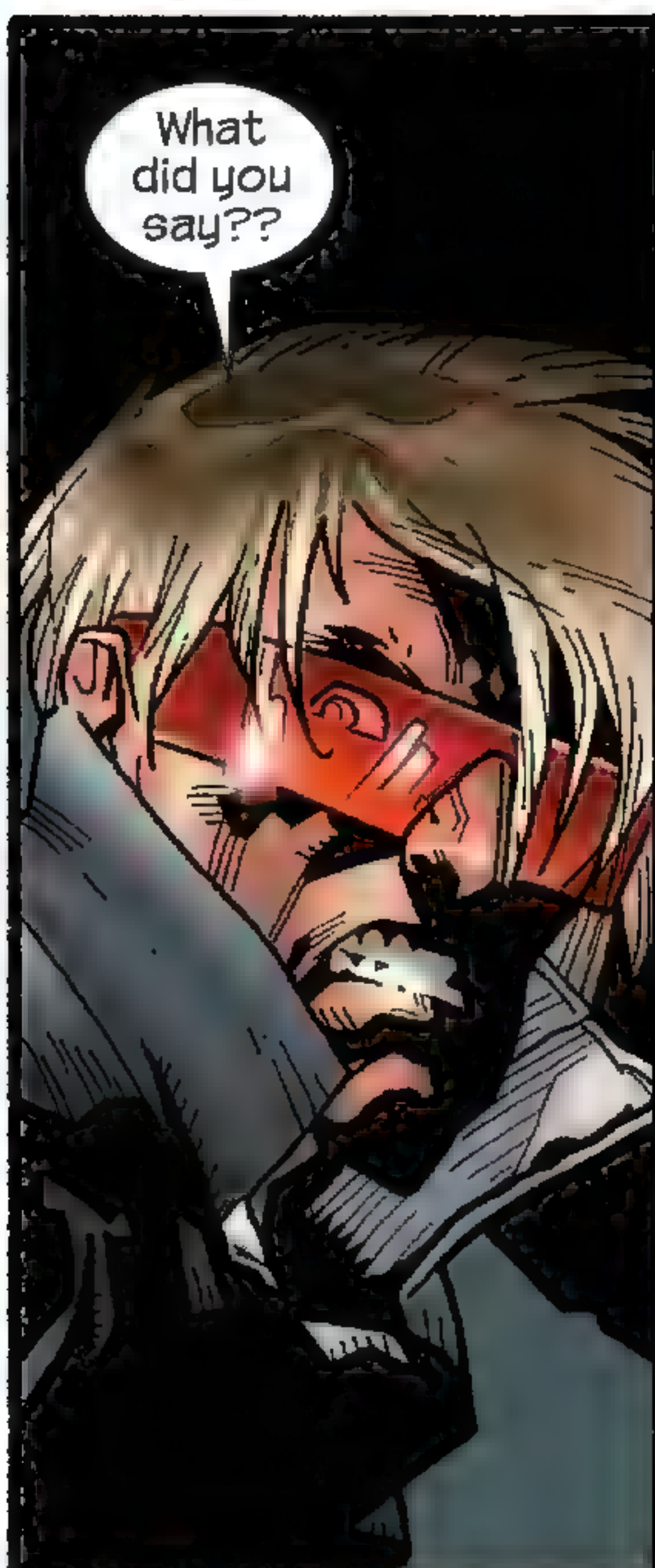
Only a kid would think that dumb of a thought, I swear to God.



CLINK

CHINKLE  
CHINK

I feel bad for you.



What did you say??



CLINK

I am. I used to goof on you.

I thought you were just this idiot I got to pounce on once a week.

I didn't realize you were in this much pain.

I'm sorry.



ZZATXXAAA

#\$%^ you!!

AGGGHH!!



ZZATXXAAA

AGGH!!

You don't know!!

You have no idea!!





CLINK  
CLINK

You do this to me- **AGH!!** They *will* catch you!! You *know* that, right?

People *saw* you take me. People, the police, *know* who you are.

You want to get caught, right? That's the thing??



Wow. You know *everything*.

Maybe you *want* to get caught and you don't *know* it.



I *want* to get caught?? I *want* to go to jail?? Yeah!!

*That's* why I studied at MIT 'til my eyes bled. *That's* why I worked at Roxxon all those years and gave them *all* that I had??

Because I was *trying* to go to jail.



You worked at Roxxon??



For years!! That's where I invented *these*.

And I invented rotating gyro splints that could take out a tank.

I invented compound geno-cycles that could paralyze a man.

Why?

Why does Roxxon have you inventing weapons? They're a pharmaceutical company.

What do they *do* over there?

What???

I'm asking. *Seriously*. What goes on over there??



You're too young to understand.



What did they do to you?





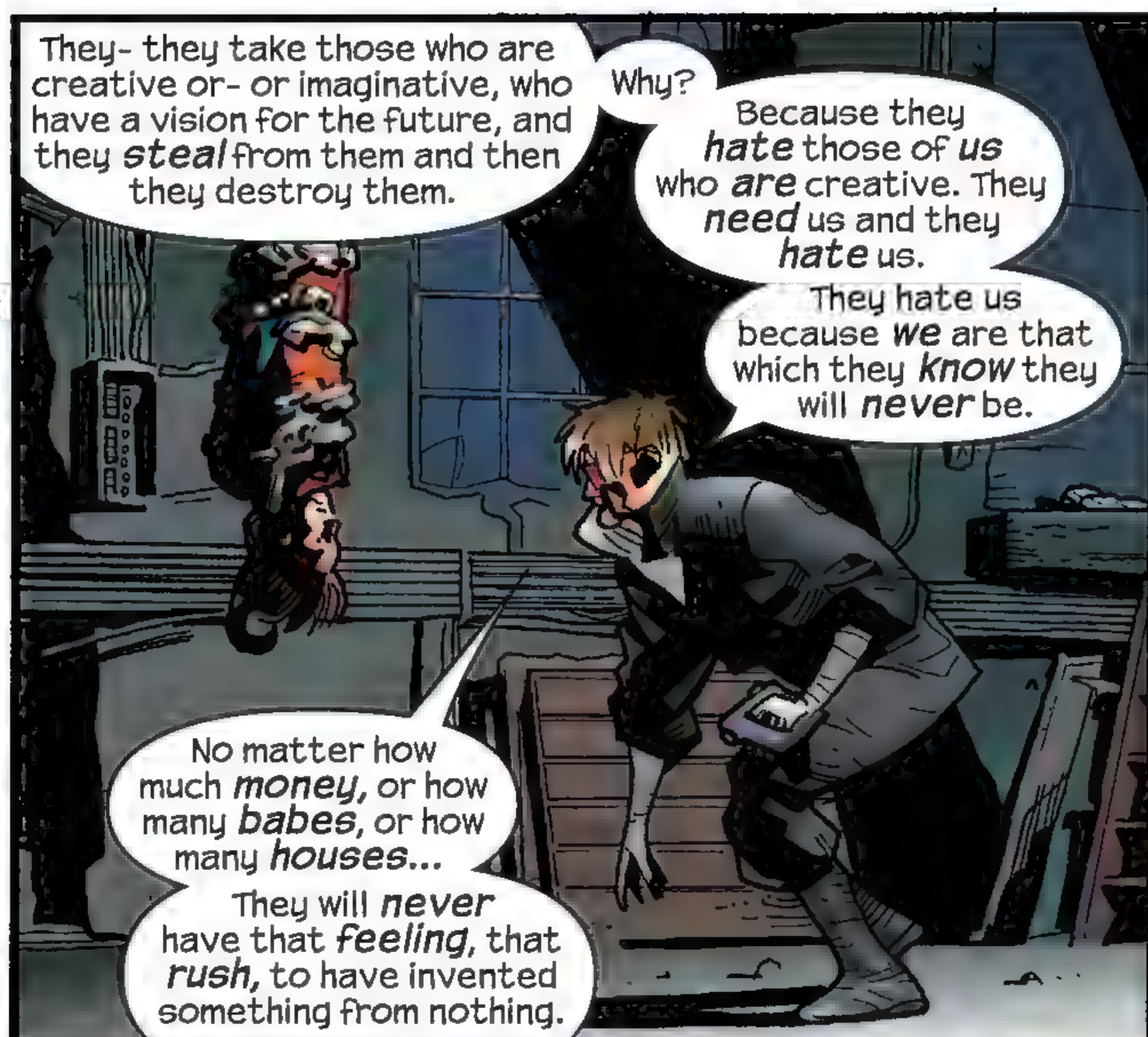
Let me be the one that tells you *how it is!!*

In the *big boy* world...when you grow up...

In the *adult* world...

Rich people screw *everyone!!*

And not in a *cliché* way... in a truly mean, nasty, uncaring, inhuman way.



They- they take those who are creative or- or imaginative, who have a vision for the future, and they *steal* from them and then they destroy them.

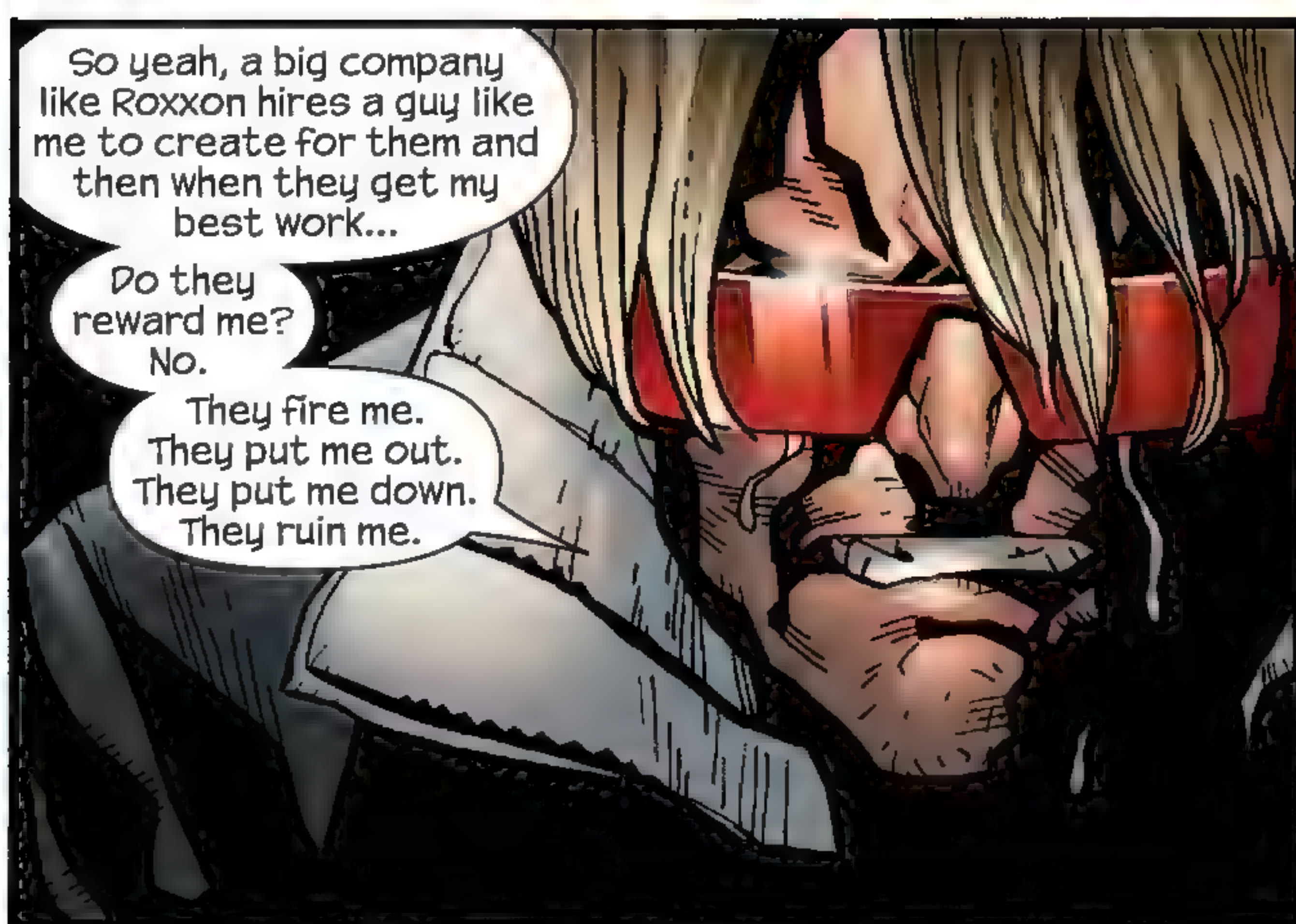
Why?

Because they *hate* those of *us* who *are* creative. They *need* us and they *hate* us.

They hate us because *we* are that which they *know* they will *never* be.

No matter how much *money*, or how many *babes*, or how many *houses*...

They will *never* have that *feeling*, that *rush*, to have invented something from nothing.



So yeah, a big company like Roxxon hires a guy like me to create for them and then when they get my best work...

Do they reward me?  
No.

They fire me.  
They put me out.  
They put me down.  
They ruin me.



But what are they doing? Why are they building--



Kid, they *RULE THE WORLD!!!*

Who do you *think* rules the world??

Kings??  
The President??  
Nick Fury?

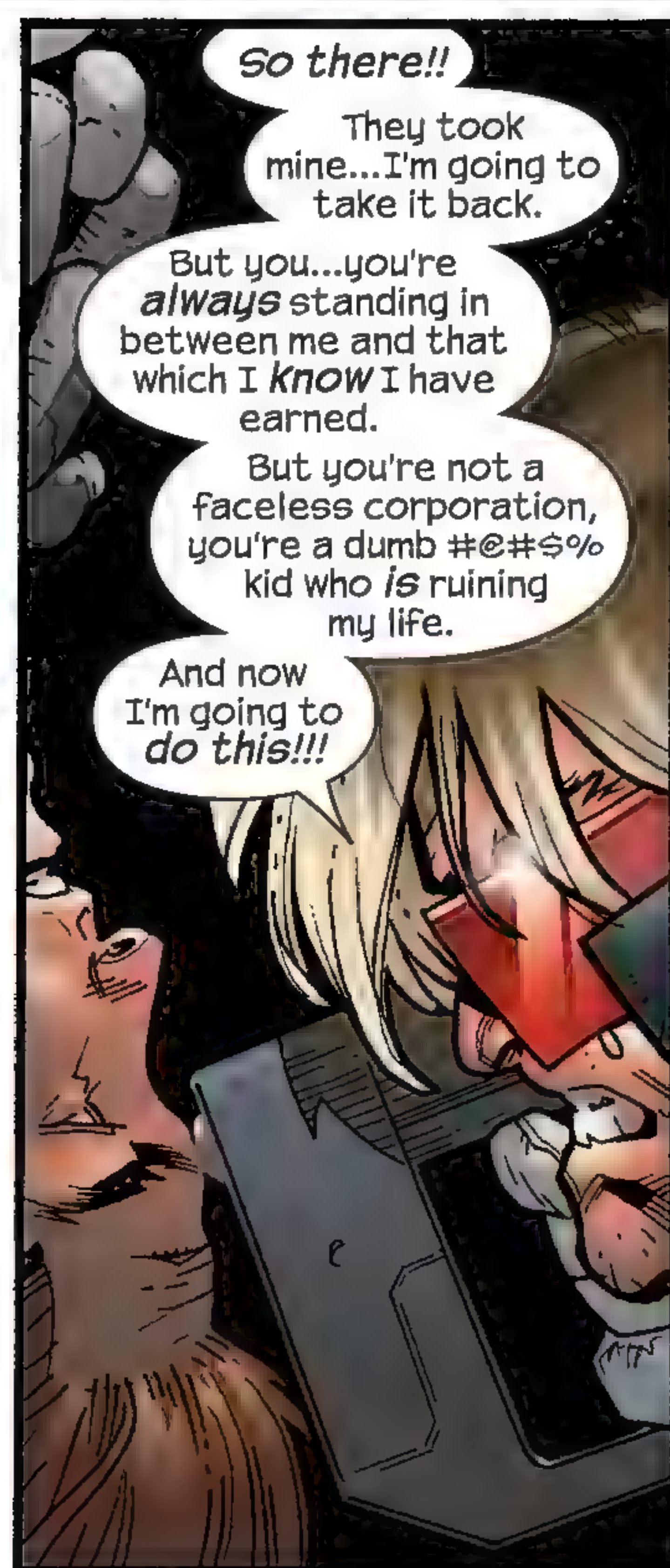
It's corporations. Faceless, power-wielding corporations.

And Roxxon is *one* of them.

And you know what?? The sad truth of it all??

If by some miracle of miracles you got *rid* of Roxxon...

...two more would grow in its place.



*So there!!*

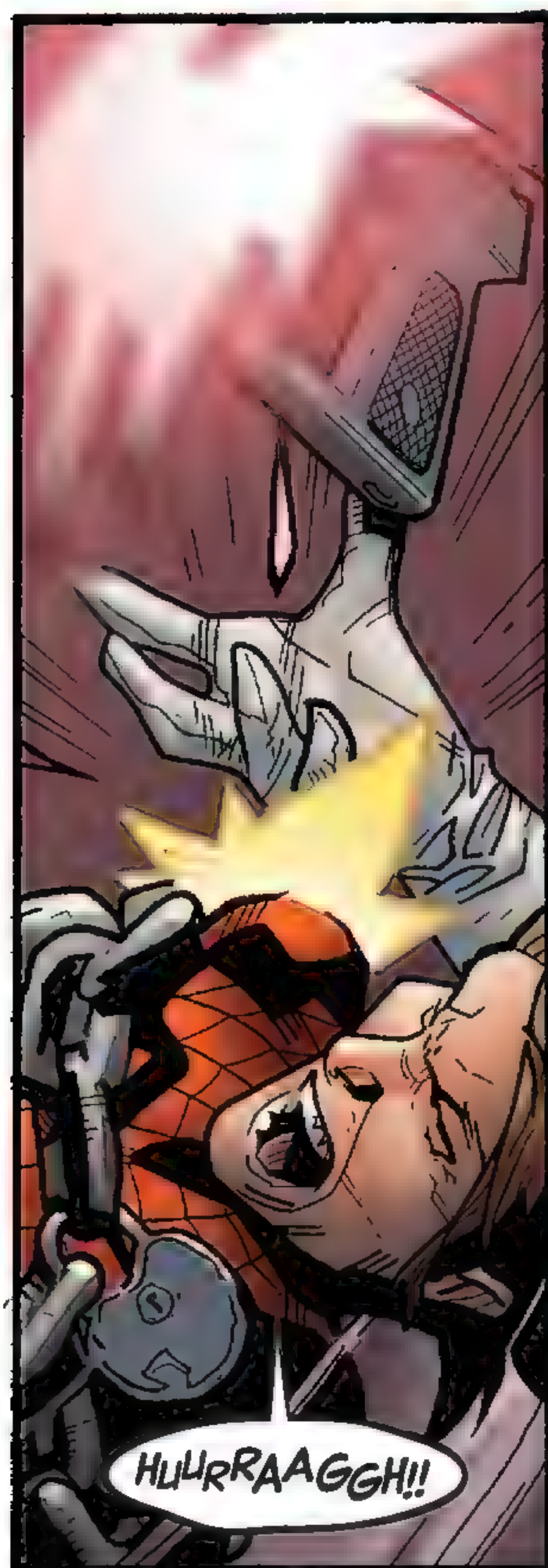
They took mine...I'm going to take it back.

But you...you're *always* standing in between me and that which I *know* I have earned.

But you're not a faceless corporation, you're a dumb #@#\$% kid who *is* ruining my life.

And now I'm going to *do this!!!*



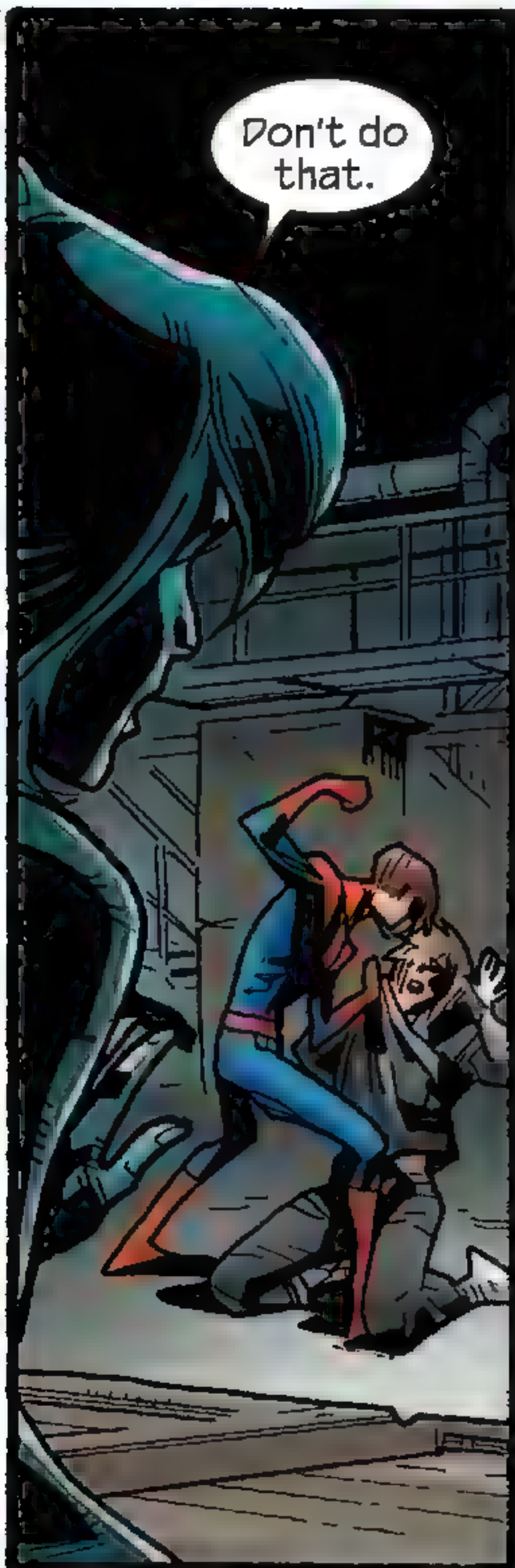






Hhrraa!!

Don't...



Don't do that.



Come on, man...



I wasn't going to.

You sure?



Agh. Okay...

My head is killing me.

Put on your mask, I'm not alone.

How did you find me?

That would be Mary Jane, investigative reporter.



OW!

It kills me to say this but she's an outstanding girlfriend.



So were you.

Whoa...

I gotcha...





FREEZE!  
POLICE!!



Got a super-villain  
back there. Money's  
there. As  
promised.

I'm taking  
him home, okay?  
That was the  
deal.



Captain?

That  
*was* the  
deal.

But--

We can't  
stop them,  
so why would  
you try?



We  
*got* the bad  
guy.

Oh, it's  
*this* guy  
again...



What a  
joke.

Next Issue: The Symbiote War



# NEXT ISSUE!





# ULTIMATE SPIDER-MAN®

ISSUE  
**123**



**BENDIS  
IMMONEN  
von GRAWBADGER  
PONSOR**



The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high-school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!

ULTIMATE  
SPIDER-MAN



PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Peter Parker and Mary Jane have gotten back together, leaving his troubled relationship with Kitty Pryde (of the world-famous X-Men) in shambles. To complicate matters even further, Kitty, who was kicked out of the X-Men, now goes to school with them!

But that's not the end of his problems!

Some time ago, Peter was attacked by his good friend Eddie Brock, who, under the control of the dangerous organism known as Venom, has a vendetta against Spider-Man. Managing to escape Venom's assault, Peter discovered that the Venom organism was accidentally created years before by none other than Peter and Eddie's fathers. This deadly legacy has now caught up to Peter, and though he thinks Venom is gone from his life, things are about to change...

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Bendis  
WRITER

Stuart  
Immonen  
PENCILER

Wade von  
Grawbadger  
INKER

Justin  
Ponsor  
COLORIST

VC's Cory  
Petit  
LETTERER

Cover: Stuart Immonen & Richard Isanove

Joe  
Sabino  
PRODUCTION

Lauren  
Sankovitch  
ASST. EDITOR

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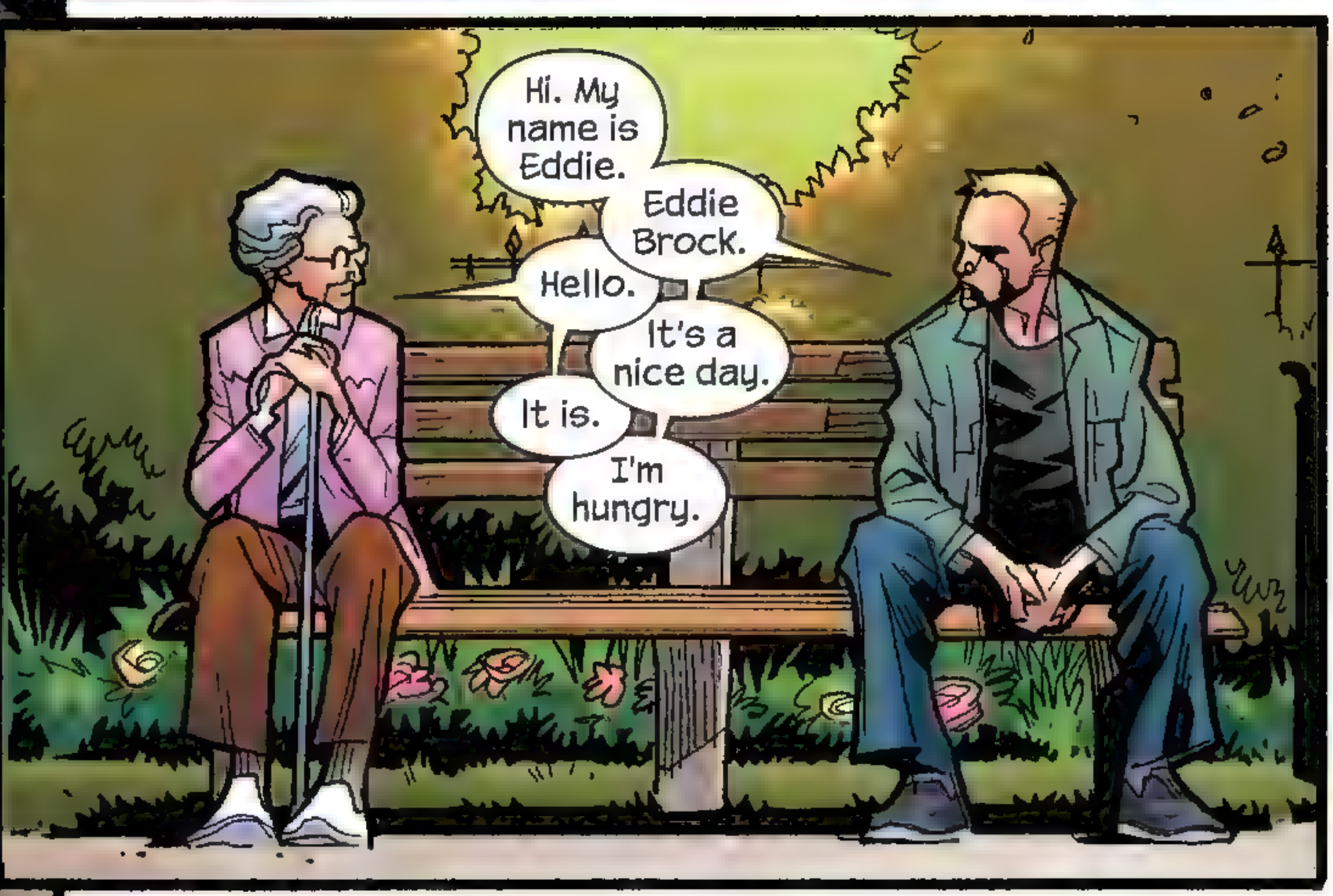
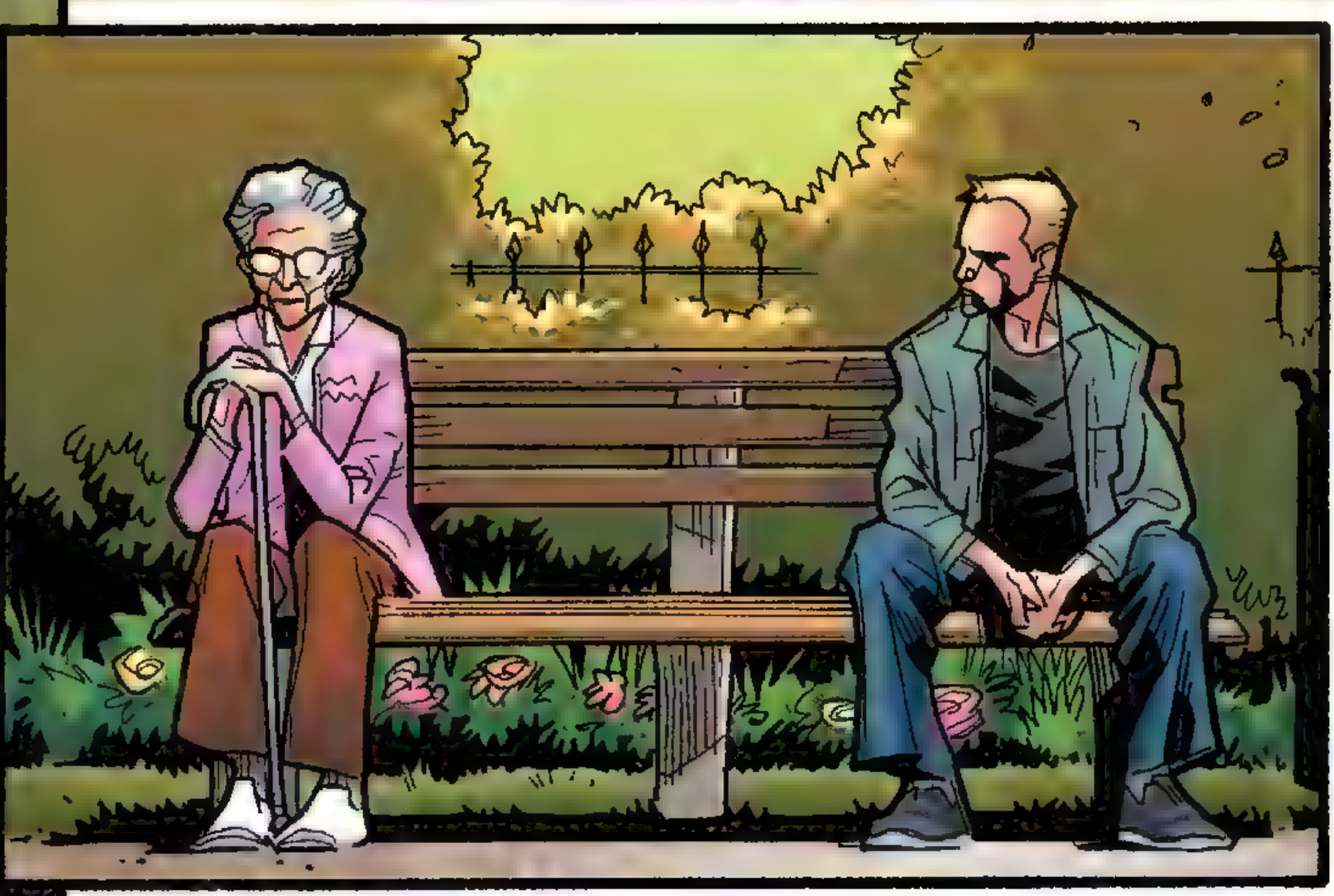
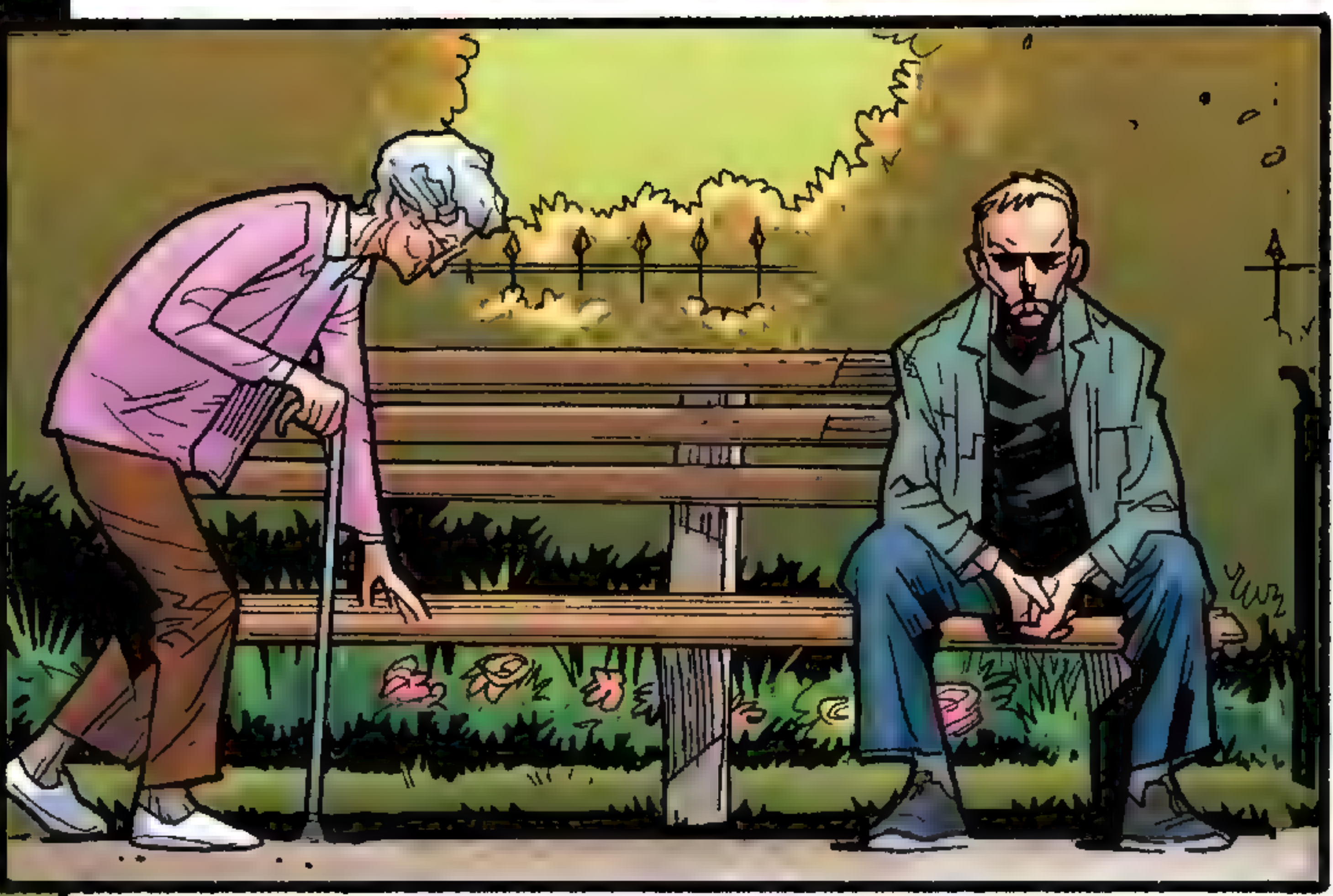
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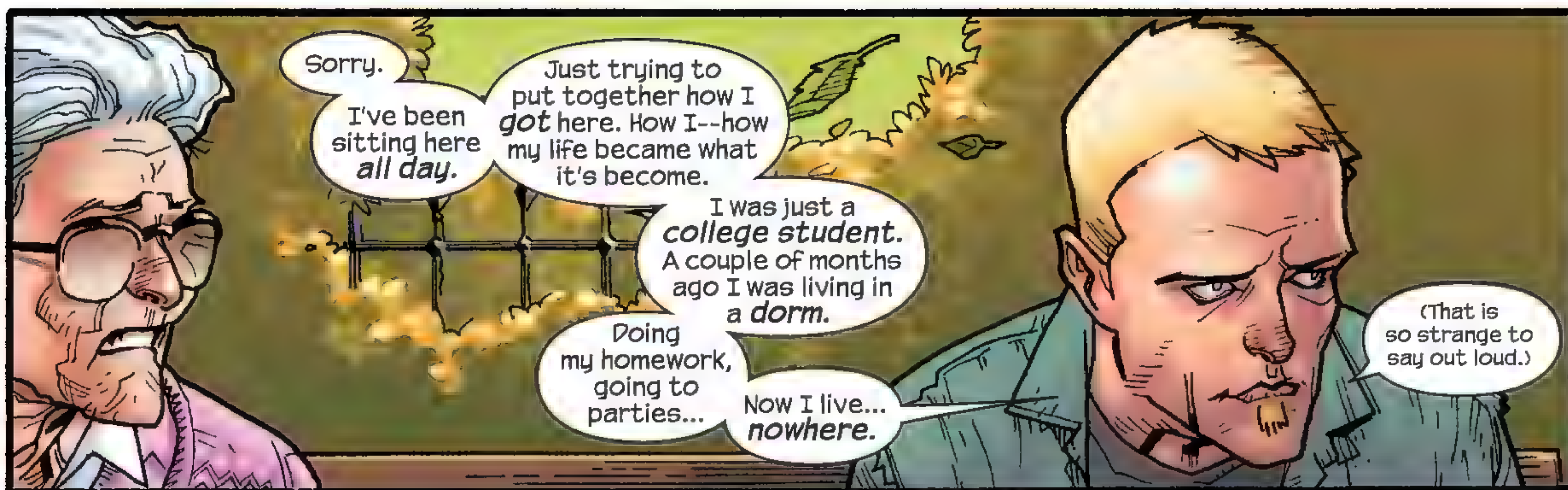
Dan  
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To find Marvel Comics at a local comic shop, call 1-888-COMICBOOK.









Sorry.

I've been sitting here *all day*.

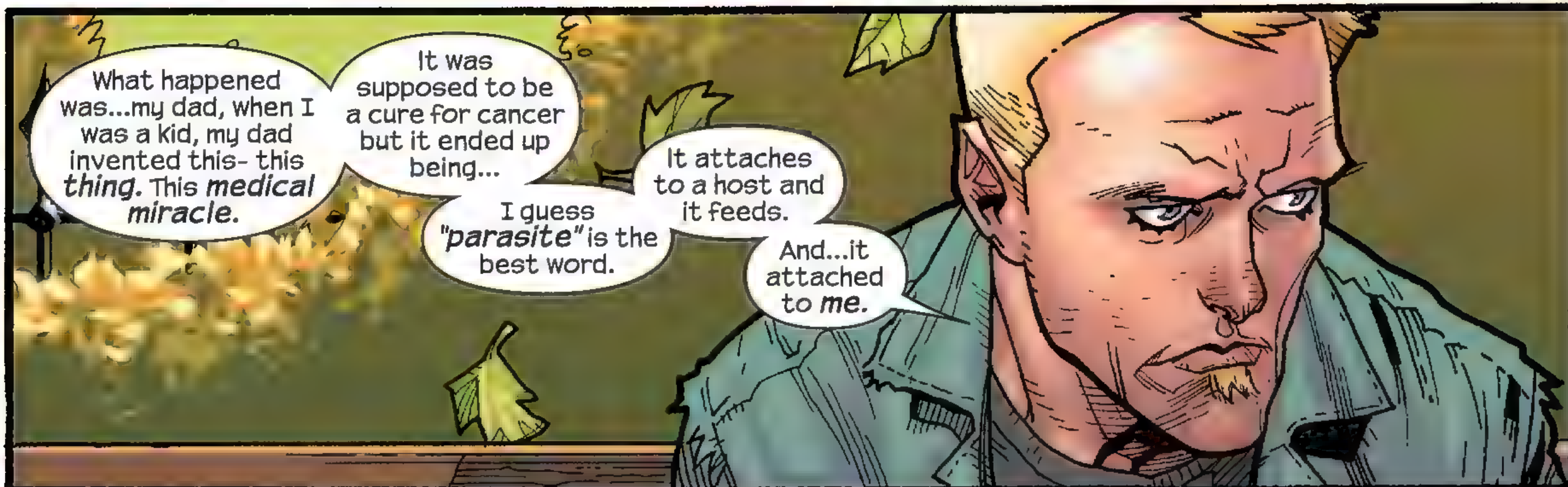
Just trying to put together how I *got* here. How I--how my life became what it's become.

I was just a *college student*. A couple of months ago I was living in a *dorm*.

Doing my homework, going to parties...

Now I live... *nowhere*.

(That is so strange to say out loud.)



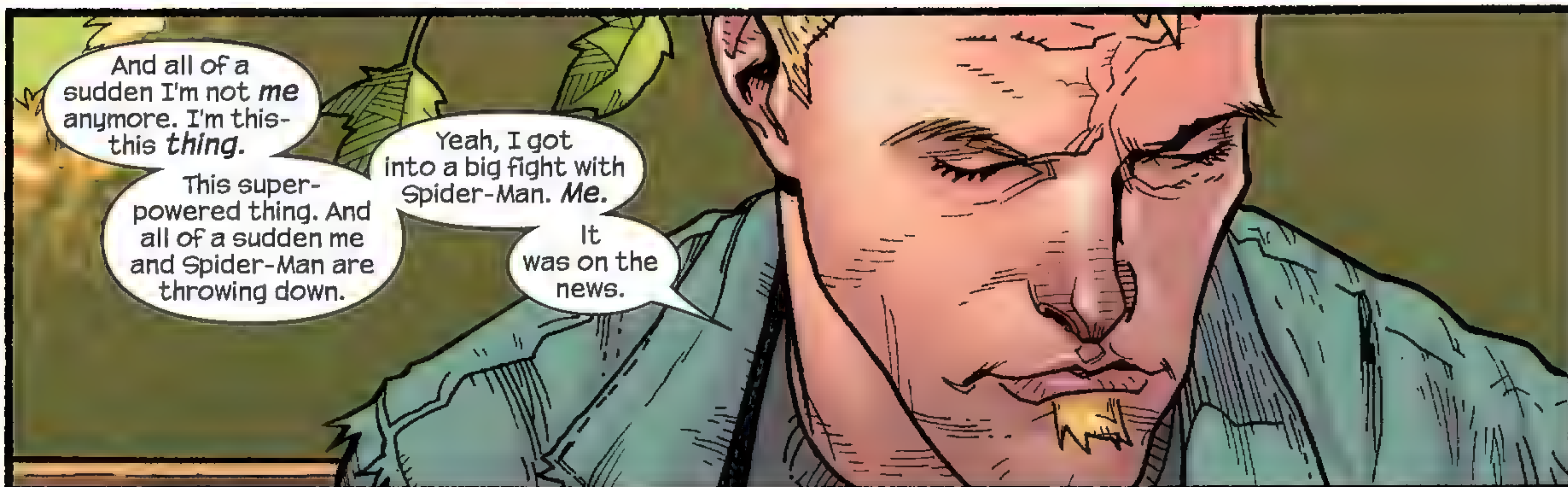
What happened was...my dad, when I was a kid, my dad invented this- this *thing*. This *medical miracle*.

It was supposed to be a cure for cancer but it ended up being...

I guess "*parasite*" is the best word.

It attaches to a host and it feeds.

And...it attached to *me*.

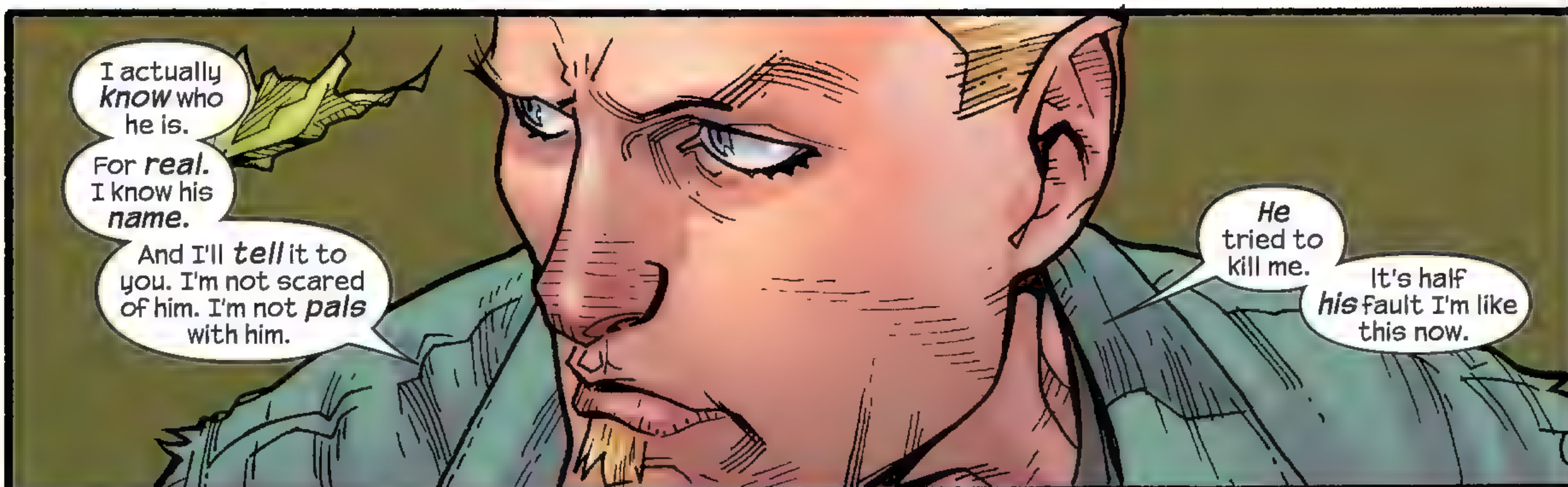


And all of a sudden I'm not *me* anymore. I'm this- this *thing*.

This super-powered thing. And all of a sudden me and Spider-Man are throwing down.

Yeah, I got into a big fight with Spider-Man. *Me*.

It was on the news.



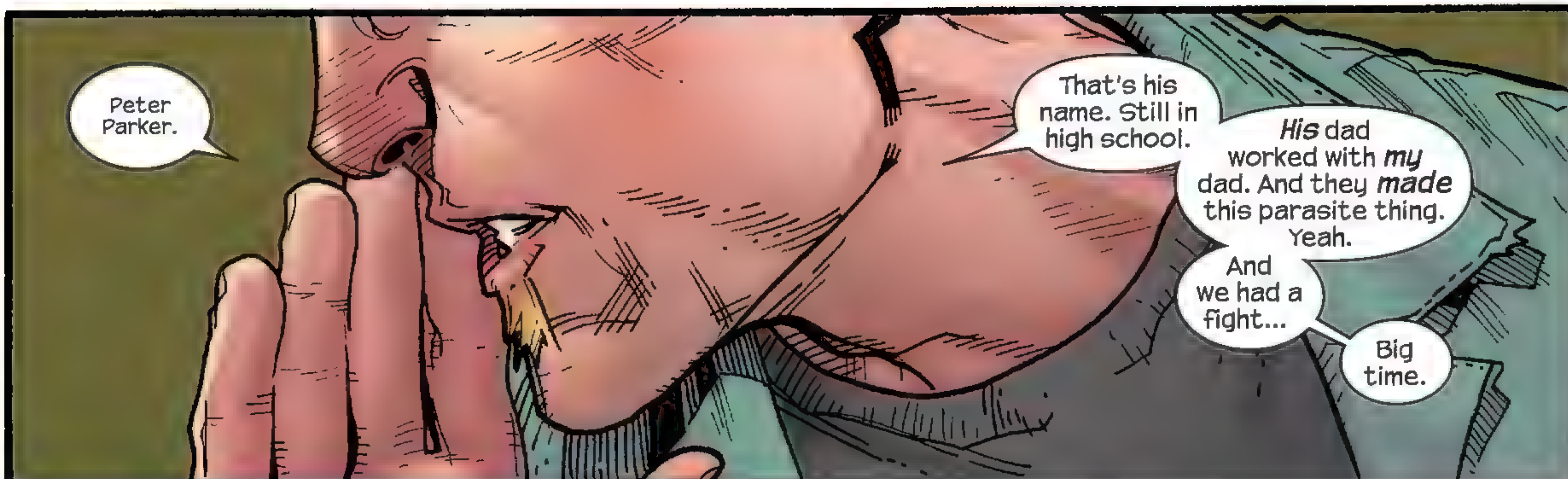
I actually *know* who he is.

For *real*. I know his *name*.

And I'll *tell* it to you. I'm not scared of him. I'm not *pals* with him.

He tried to kill me.

It's half *his* fault I'm like this now.



Peter Parker.

That's his name. Still in high school.

*His* dad worked with *my* dad. And they *made* this parasite thing. Yeah.

And we had a fight...

Big time.

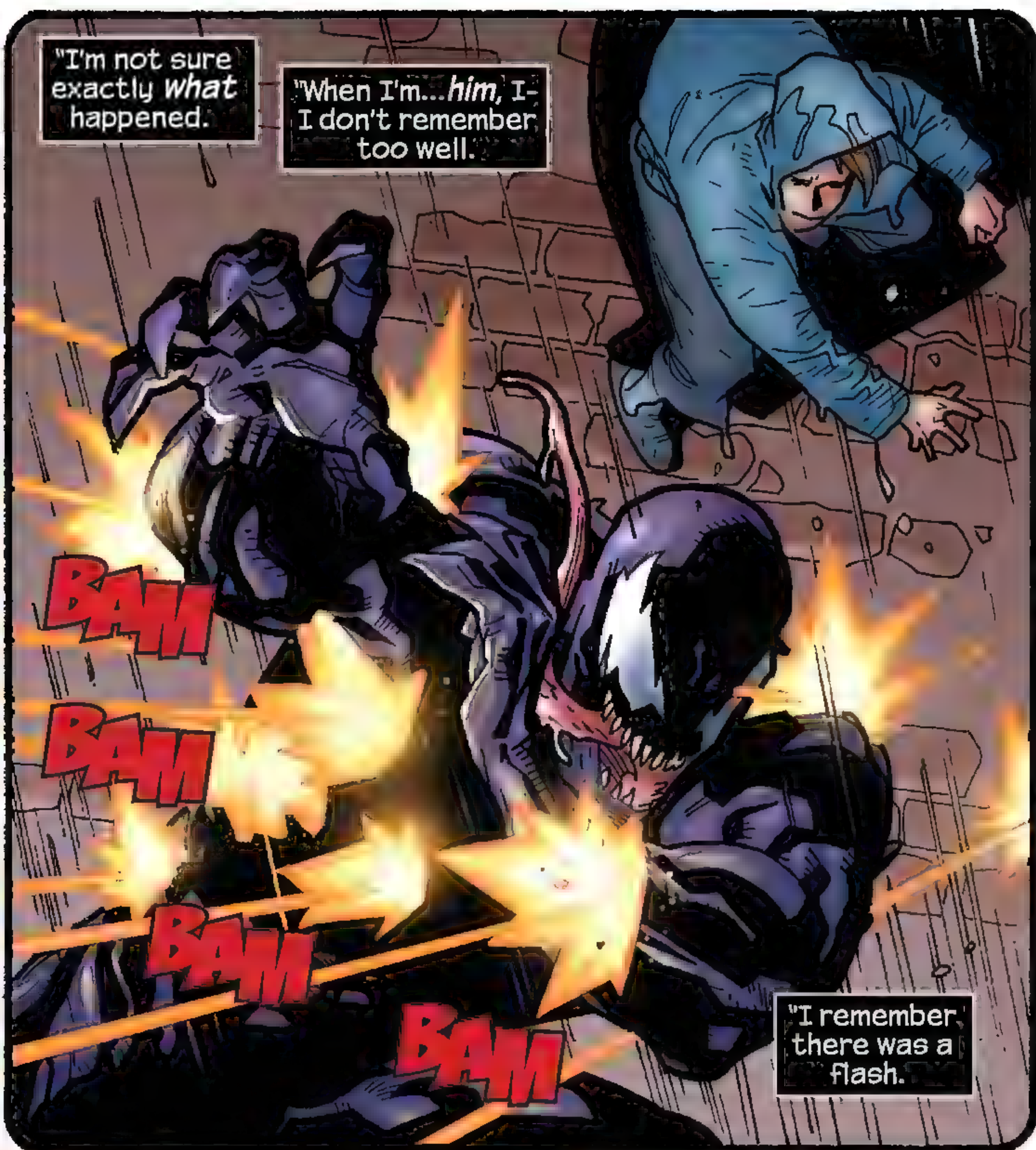




"And the fight..."

"Okay..."

"It ended badly."



"I'm not sure exactly *what* happened."

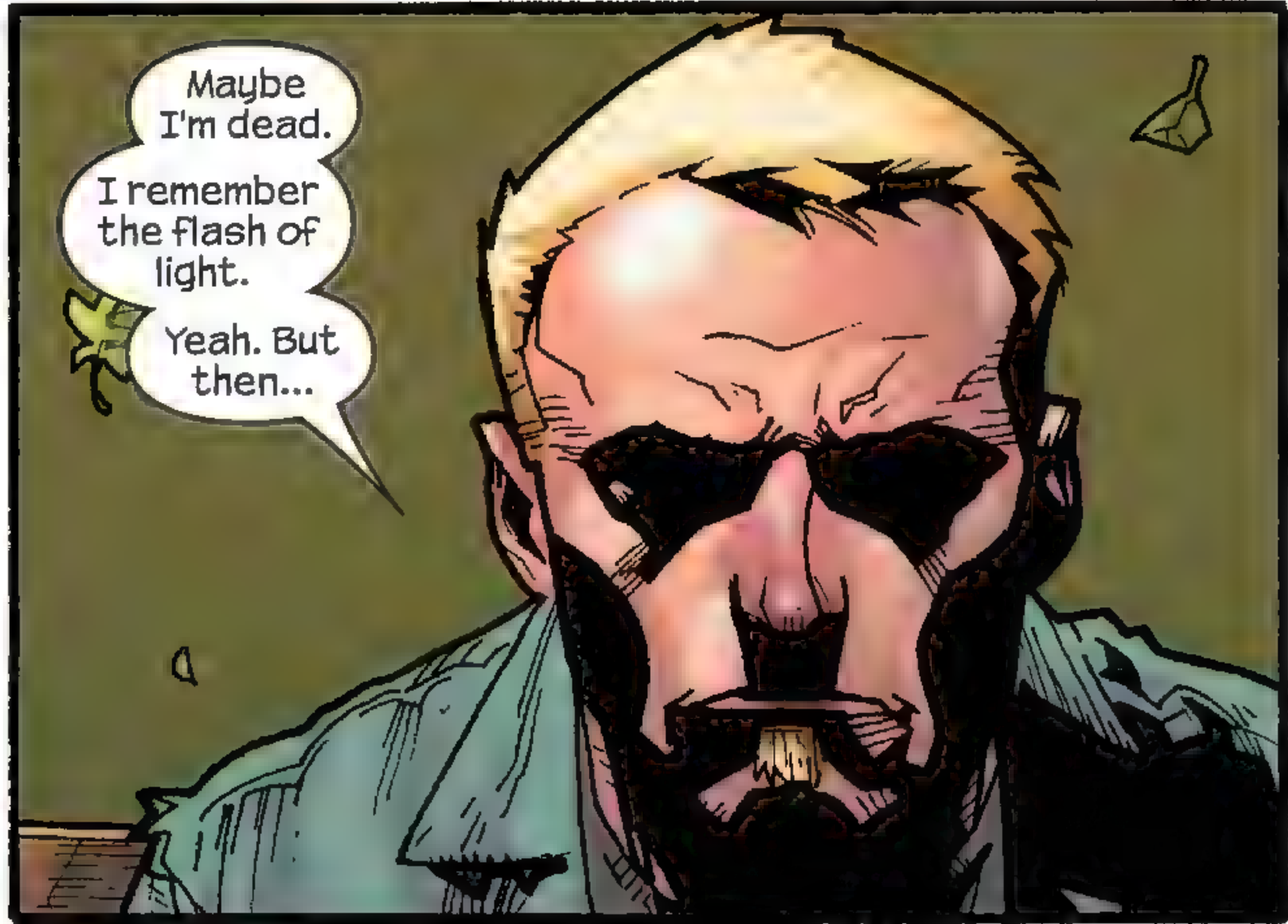
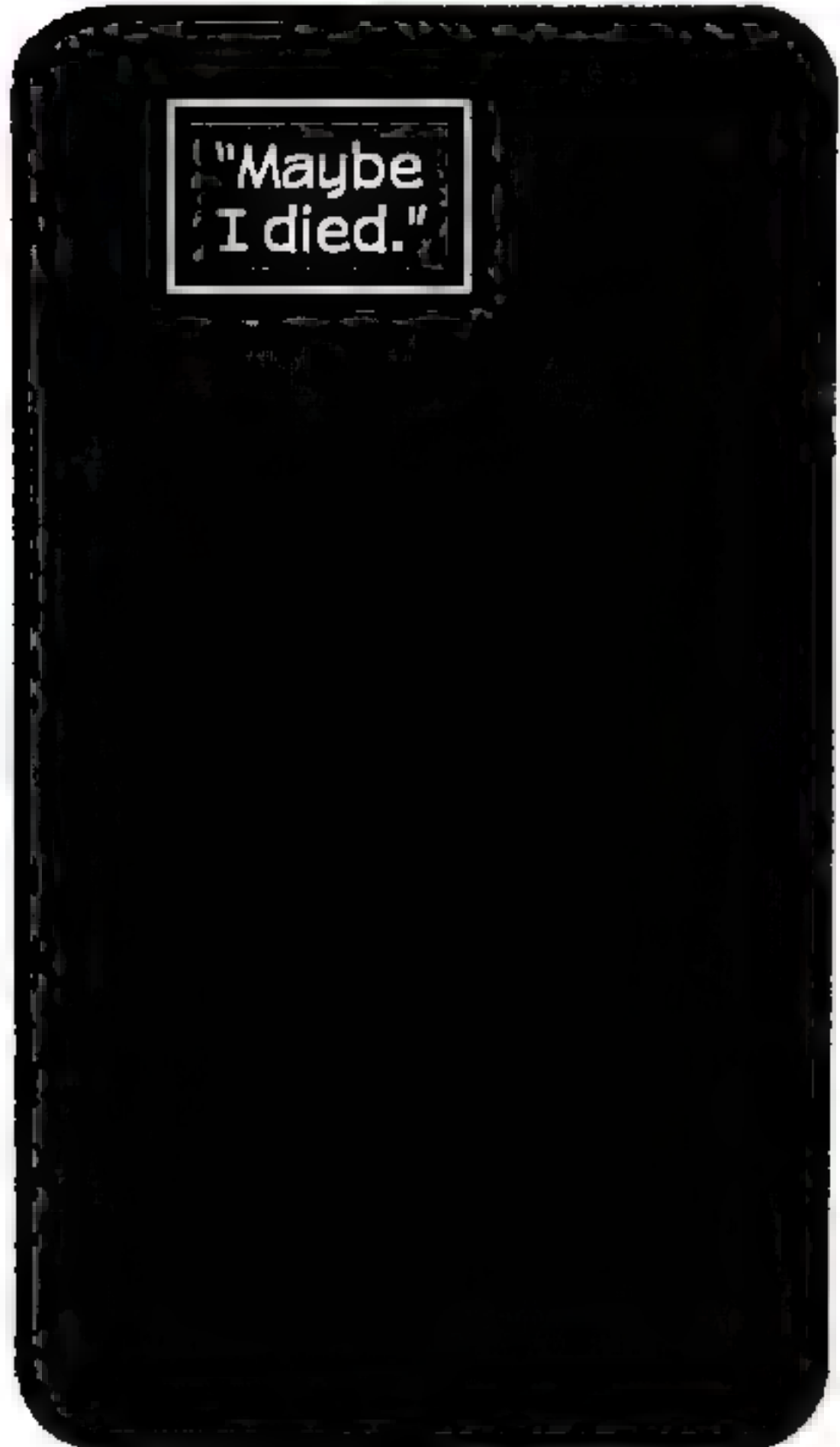
"When I'm... *him*, I-I don't remember too well."

"I remember there was a flash."



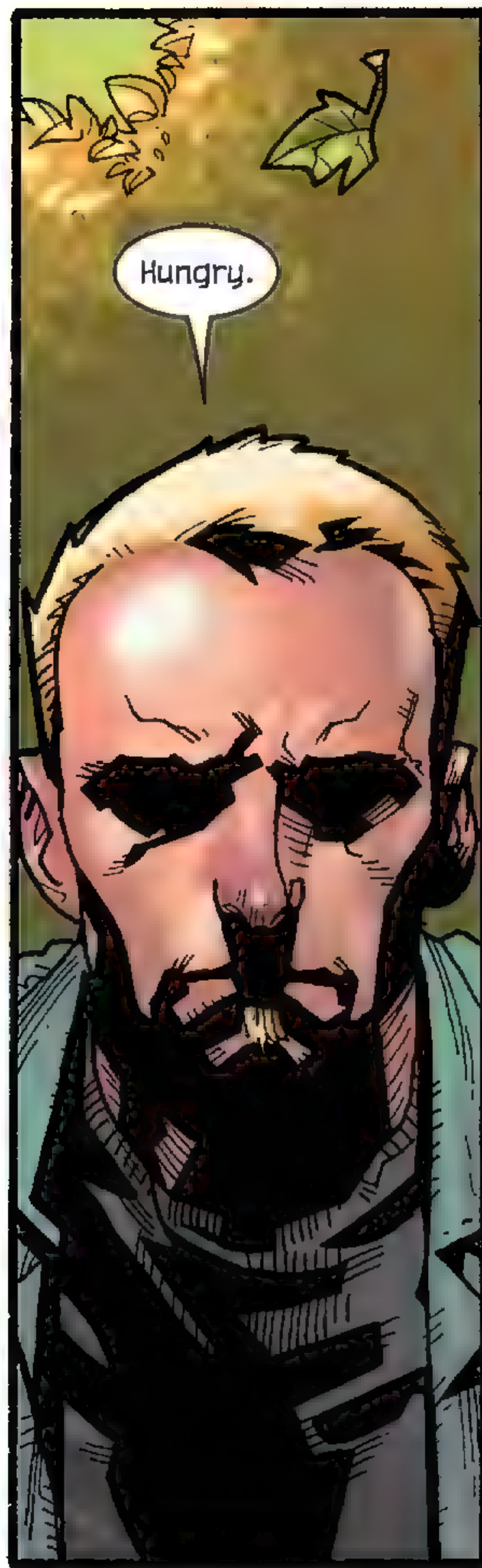
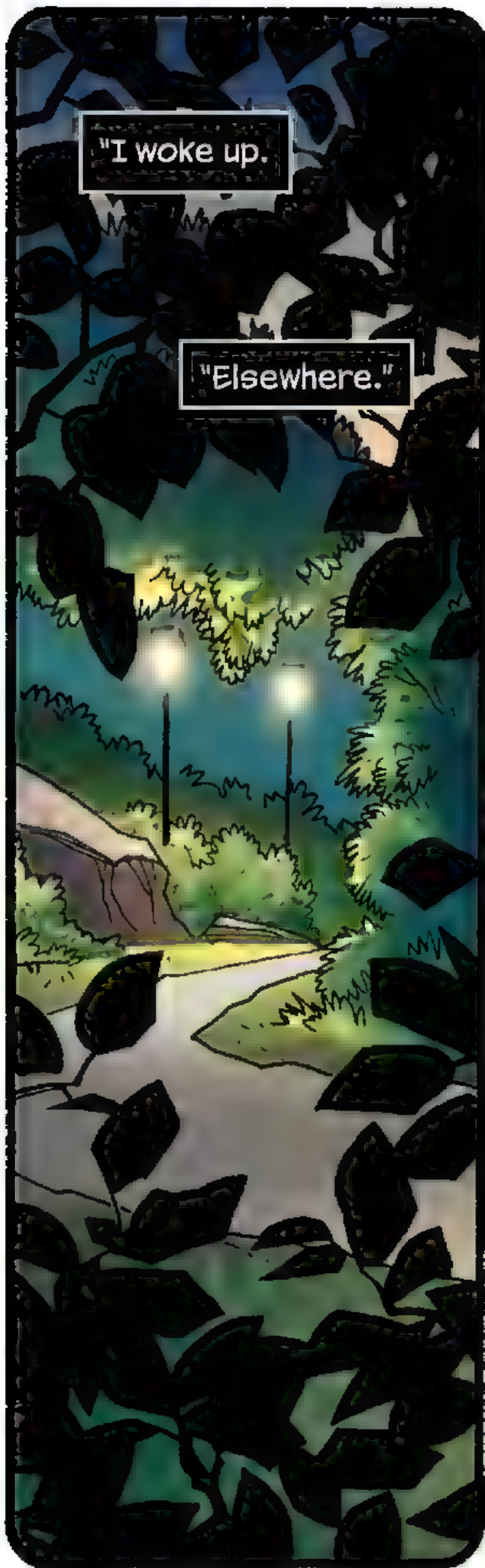
"Of light."

"That I remember."



Maybe I'm dead.  
I remember the flash of light.  
Yeah. But then...









Maybe I'm dead.

But I... I don't think so.

It feels like a dream almost.

Have you ever had a dream that was so real, you're not sure if it really happened?



"My whole life feels like that now.

"I go in and out..."



"And now it's like I have two brains in me.

"Two brains thinking independently of each other.



"One brain is just hungry.

"And the other brain..."

"The other brain wants to know when someone is going to *stop* me.



"When is someone going to put me out of my misery, right?"



"But no one has.

"And here's the thing, all this pain and hunger..."

"All this delirium, after days or weeks..."

"I don't know how long..."

"All of a sudden..."

"I felt..."

"Okay."





"It was him."

"Parker."



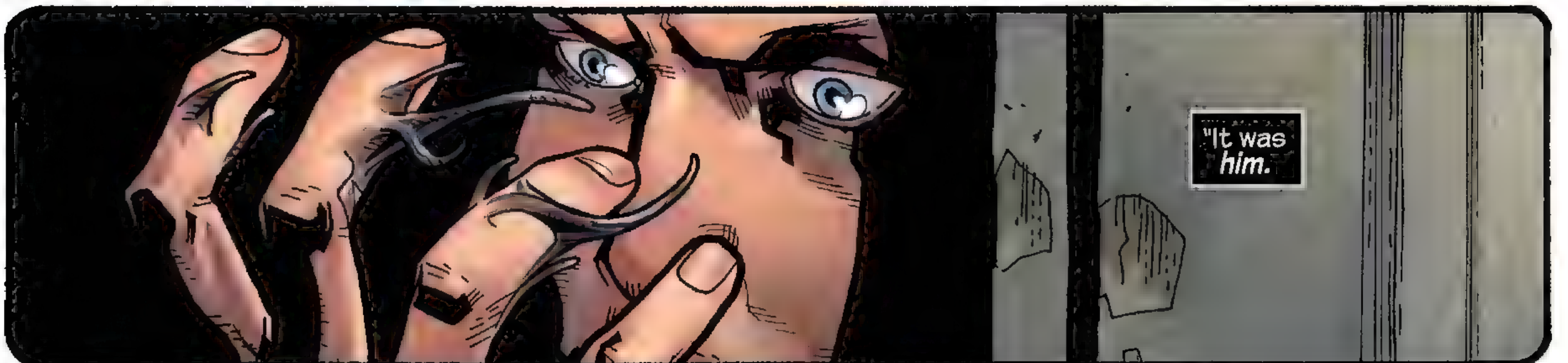
"There he was."

"And all of a sudden... I felt great."



"I felt-- no, see... I didn't feel anything."

"It wasn't me."



"It was him."





Where was I before we were rudely interrupted by you throwing me through a building?

Oh yeah!

CLANG



"This feeling though. It was unreal."

"This was something new."

"See, before I ever wore the suit, Peter Parker- he wore it."

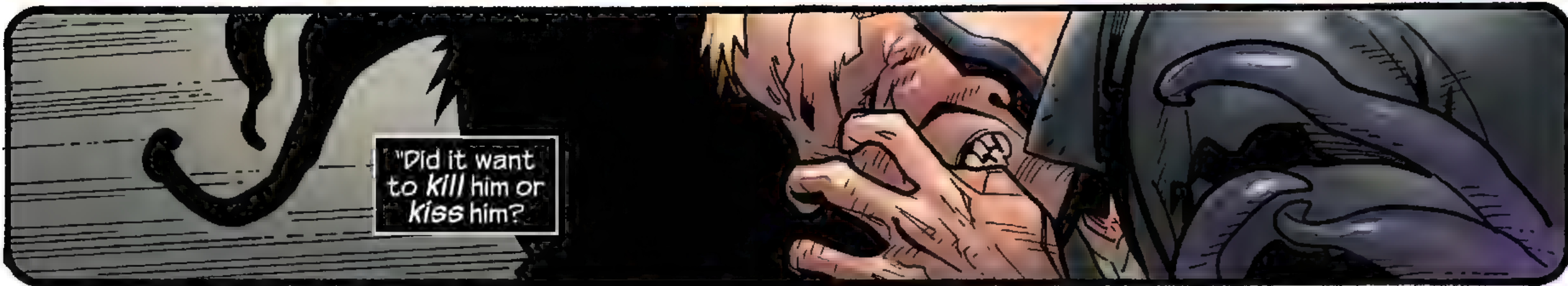
"He didn't wear it for long, but he wore it."



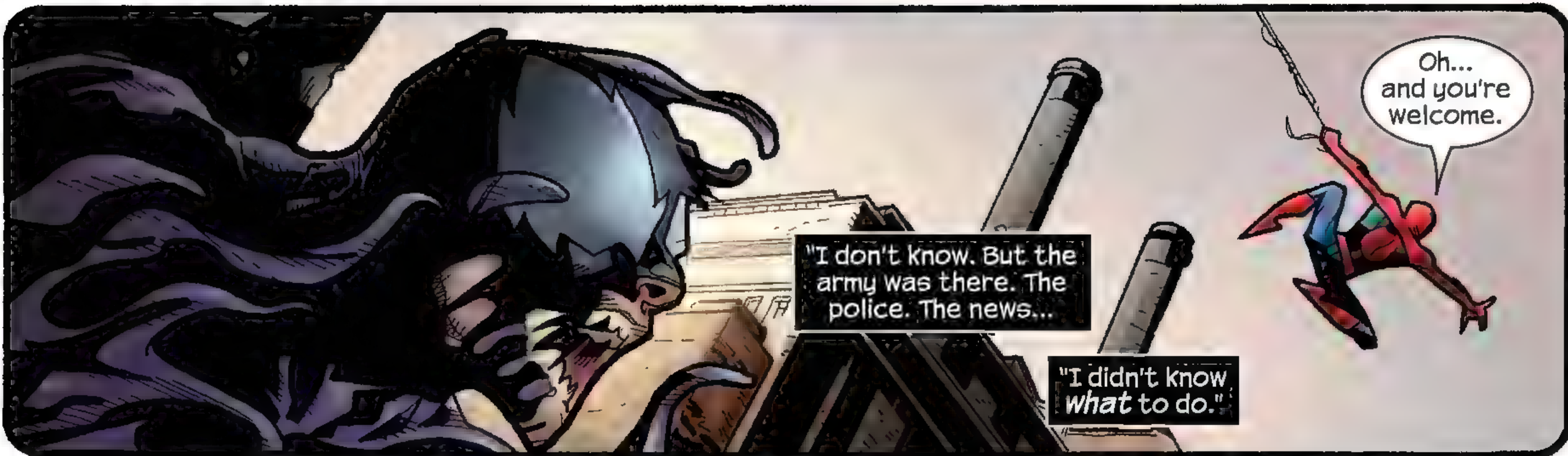
"Did the suit, I don't know, connect to him? Does it want *him* more than it wants *me*??"

"It wanted something..."

BOOM



"Did it want to *kill* him or *kiss* him?"



Oh... and you're welcome.

"I don't know. But the army was there. The police. The news..."

"I didn't know *what* to do."





I wish I was smarter...

I wish-  
I wish I knew  
more about what  
has *happened*  
to me...

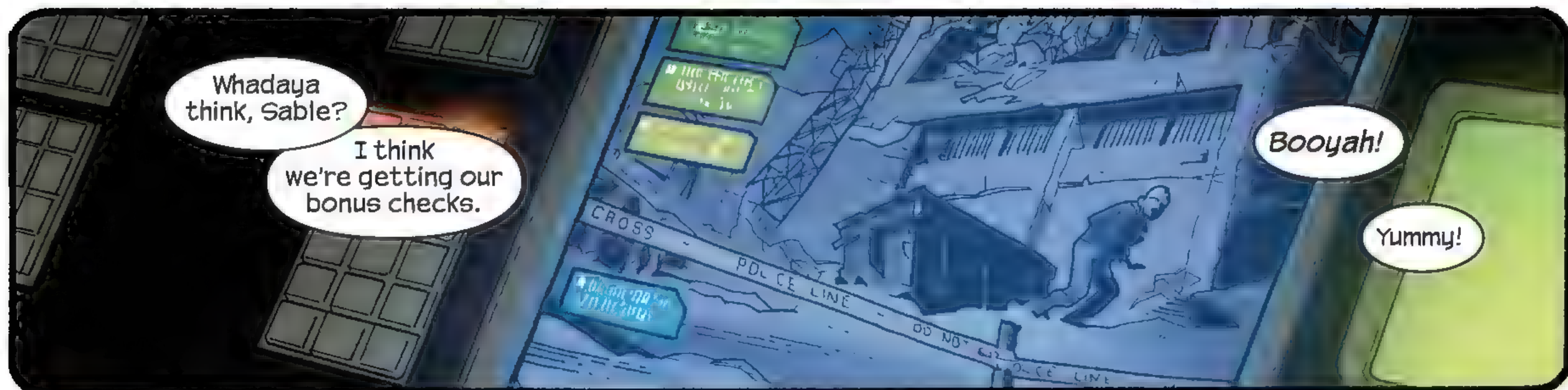
I went to  
a library, I  
*tried* to figure  
it out.

"But you have to have,  
like, three science-  
related doctorates to  
even *wrap your head*  
around the *theory* of  
what's happened to me.



"And even  
*then...*

"I'm a one-of-a-kind  
thing. There's no  
article explaining me.  
You can't Google me."



Whadaya  
think, Sable?

I think  
we're getting our  
bonus checks.

Booyah!

Yummy!



Yummy?

What?

Suit up,  
Wildpack. Let's  
go huntin'.

I don't  
get it, Sable,  
where's the  
black suit?

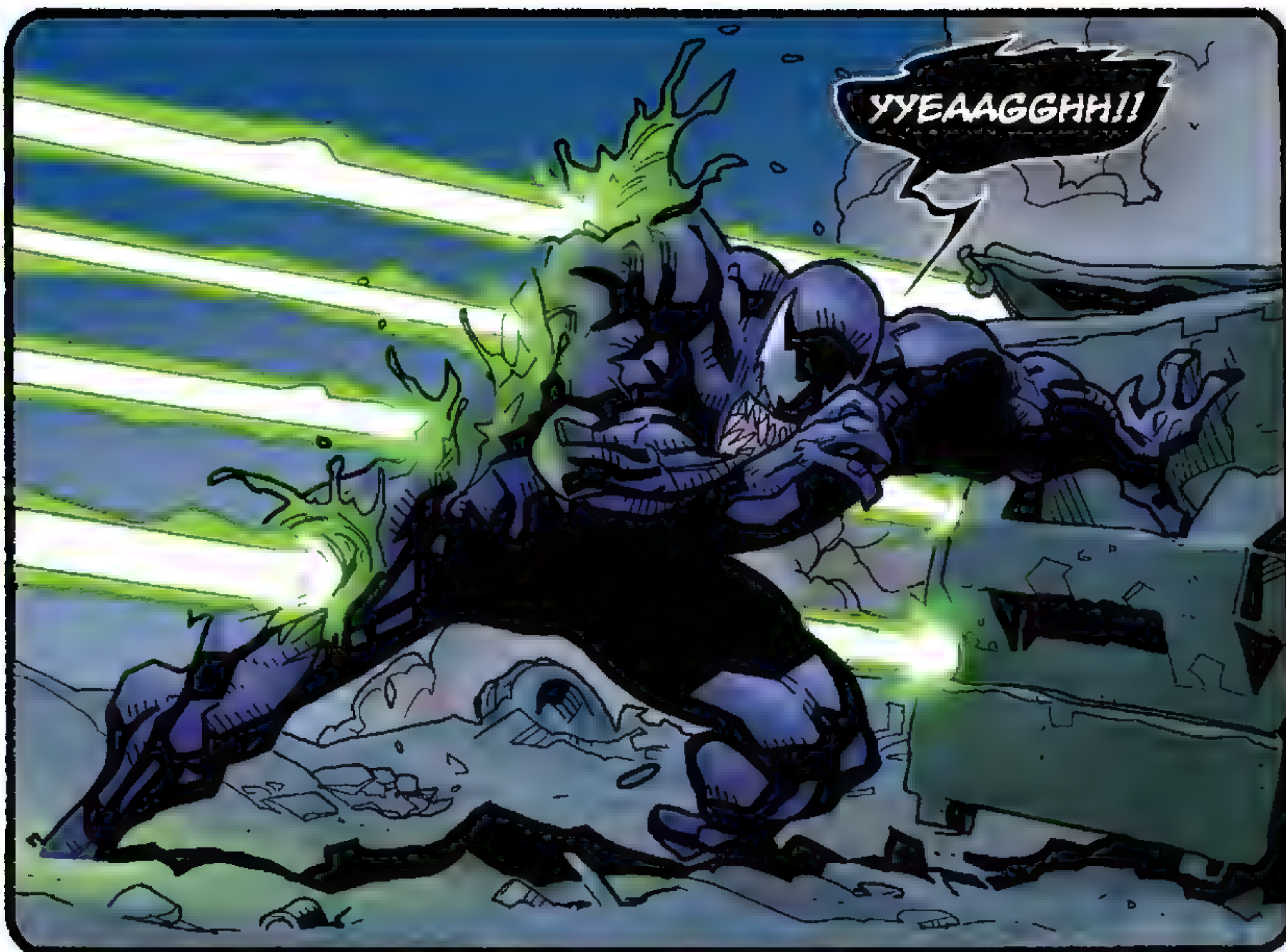
The money's  
for the suit,  
right?

Let's  
go ask  
him.





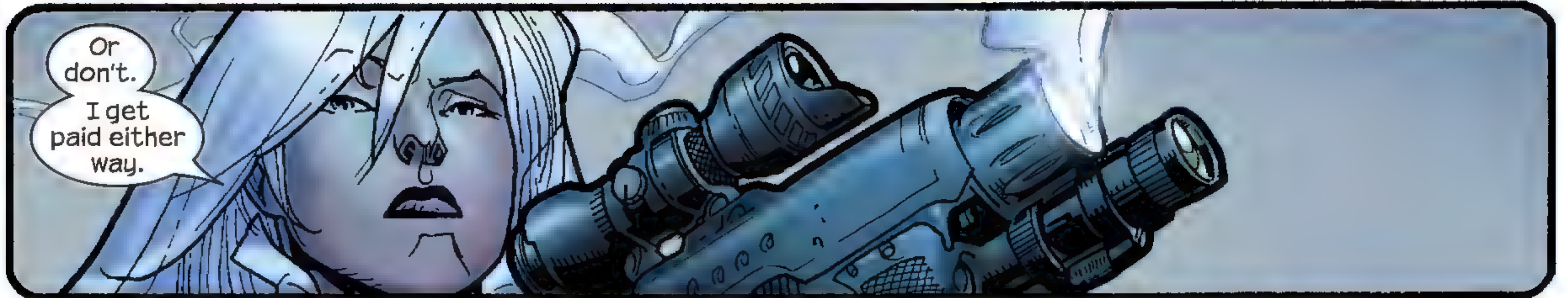




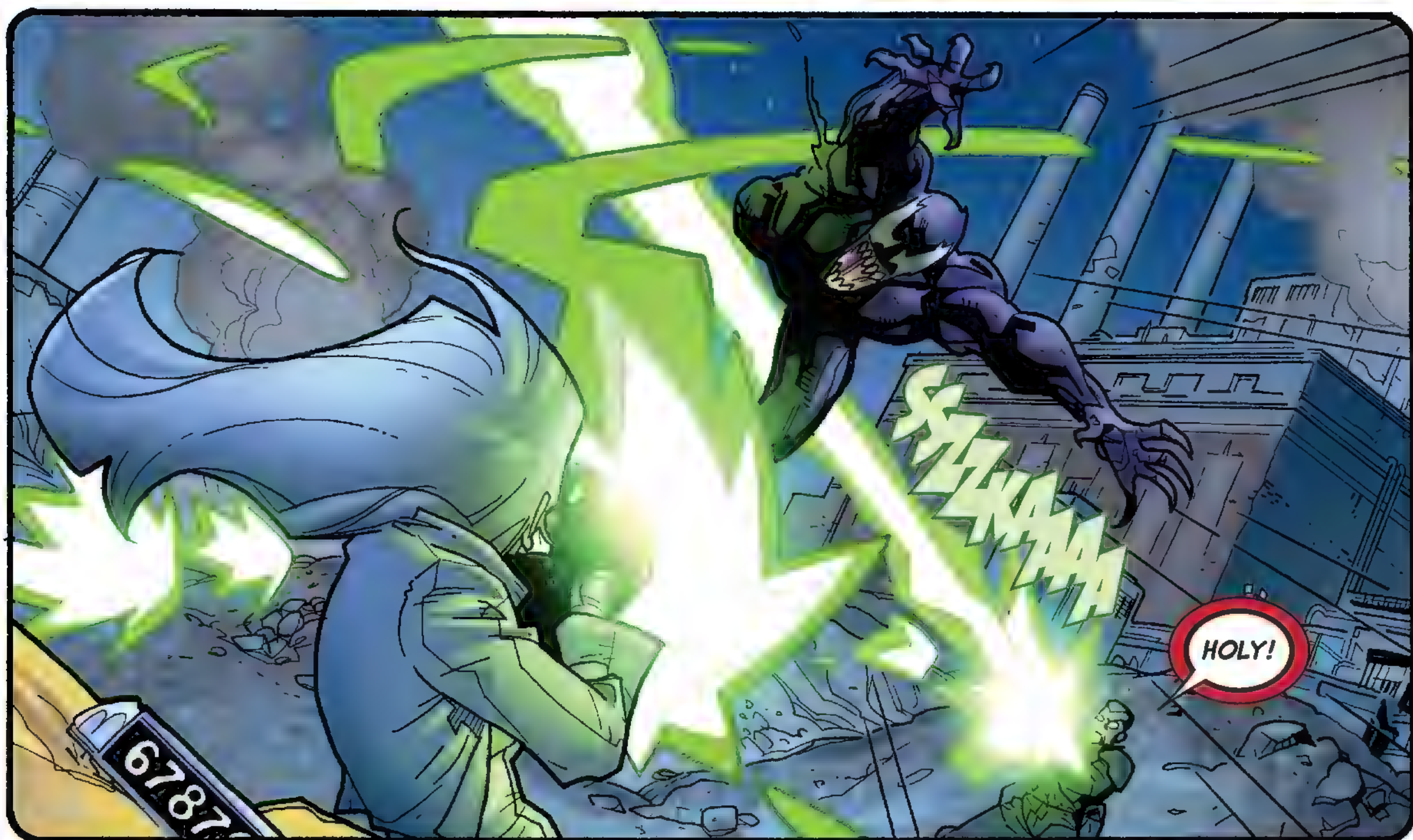
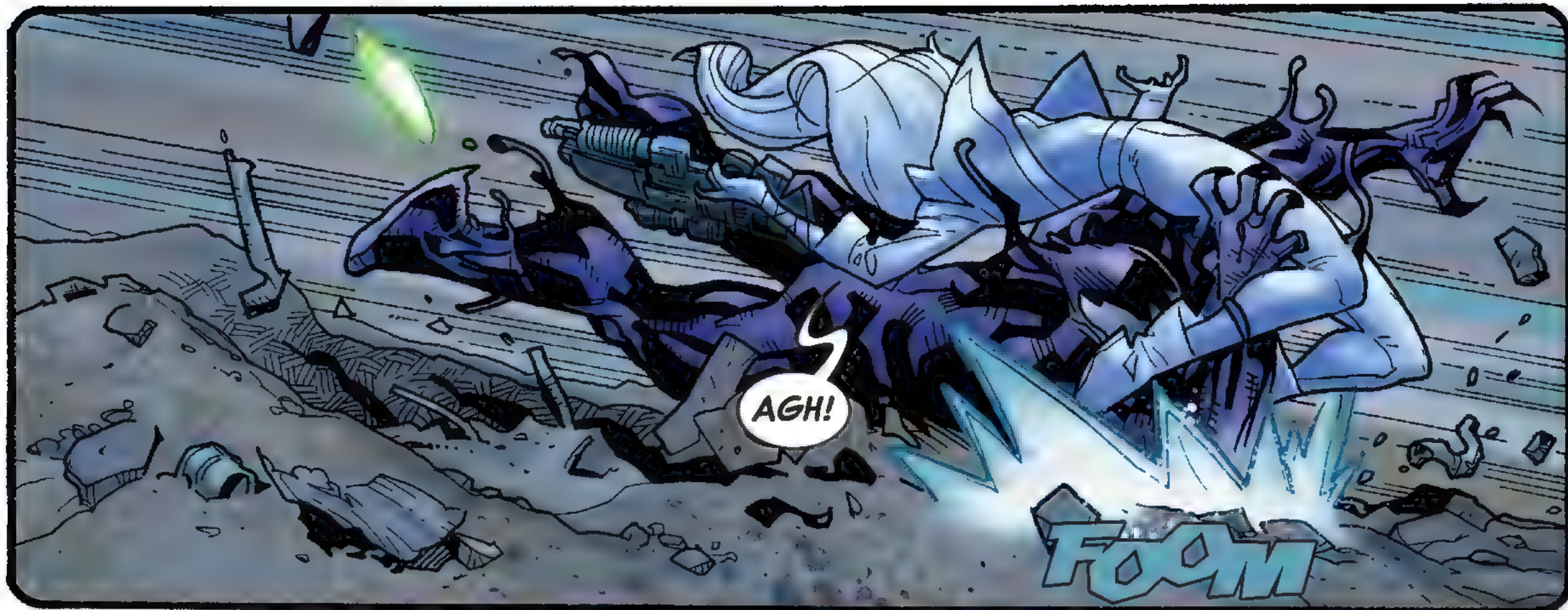




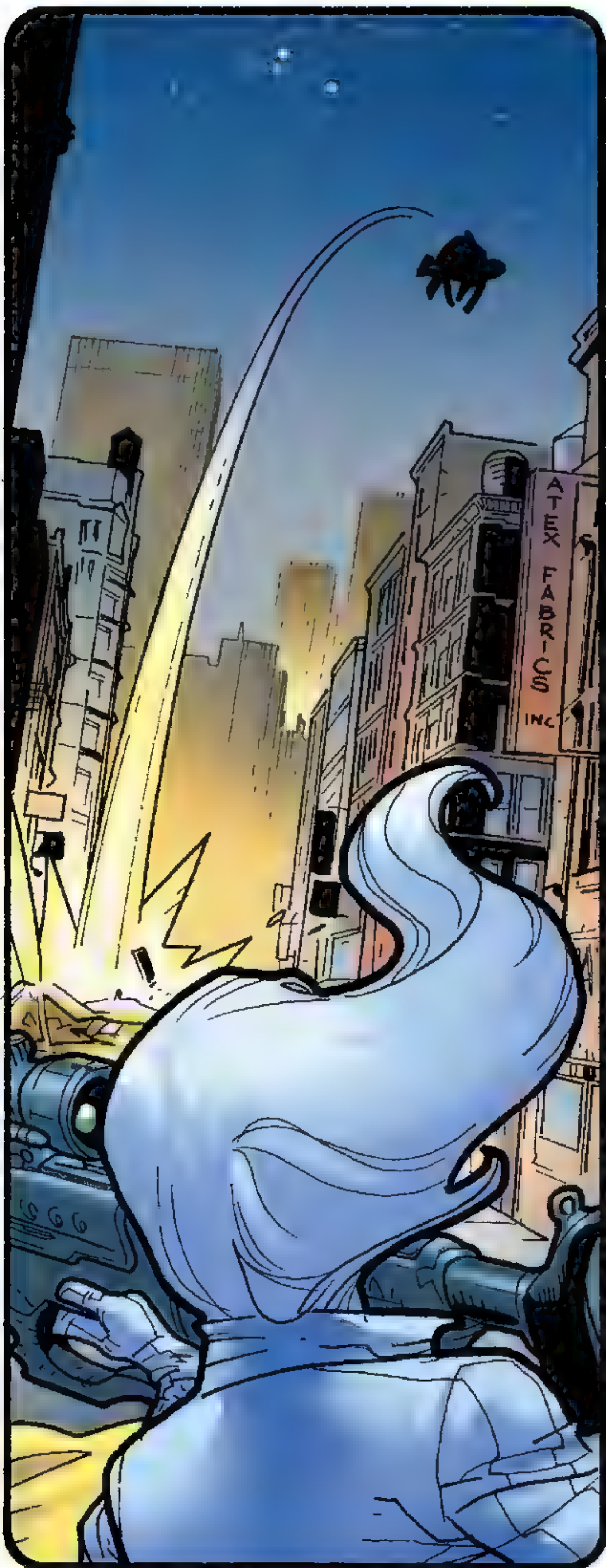




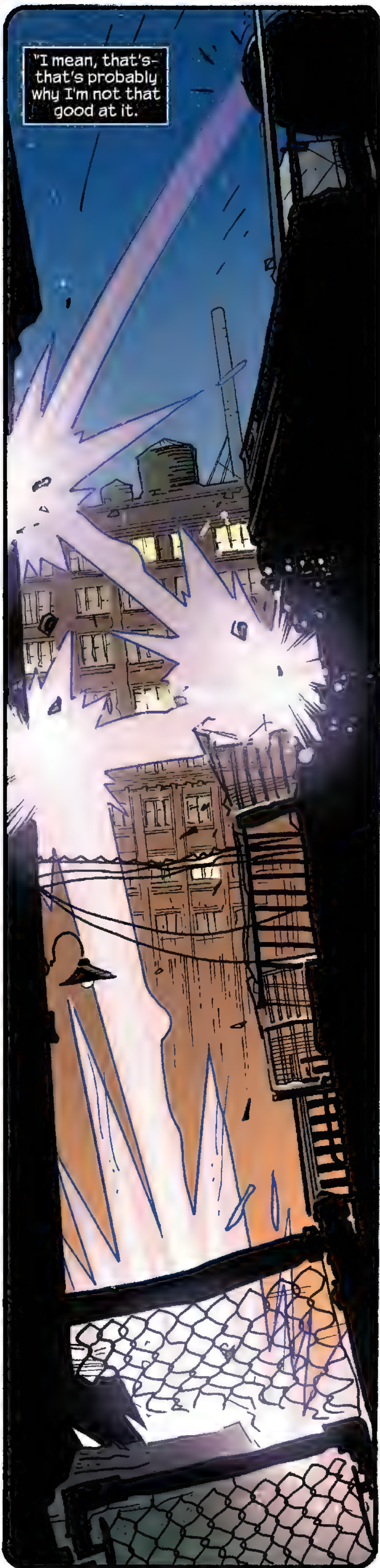




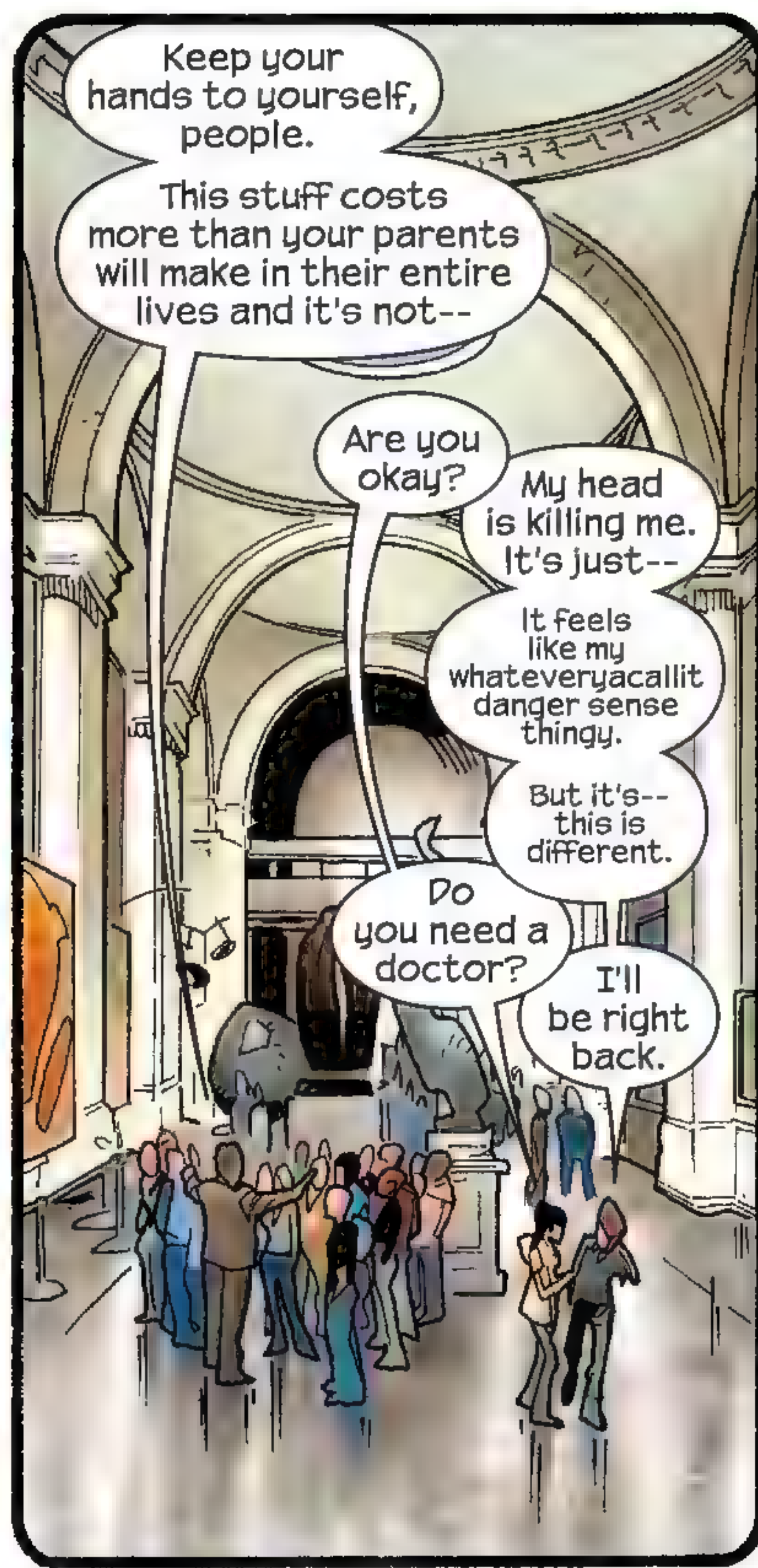
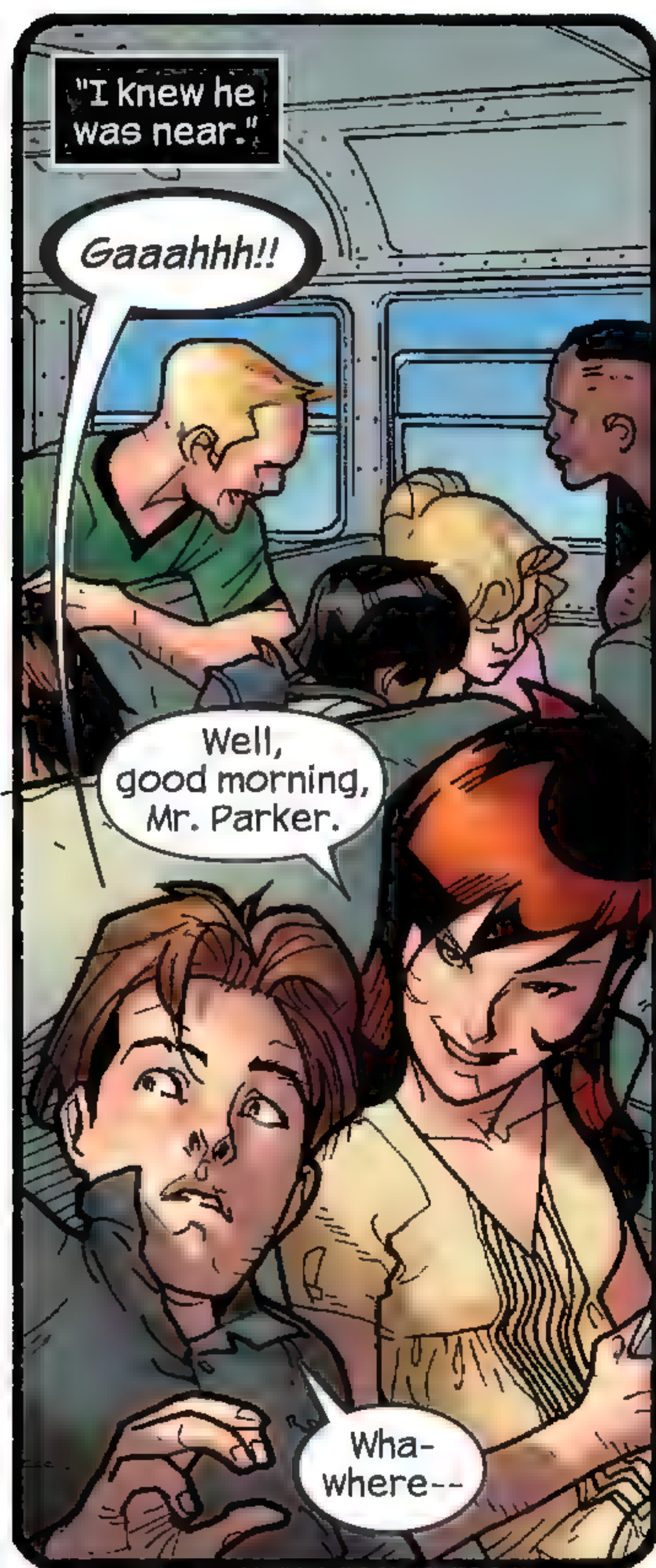




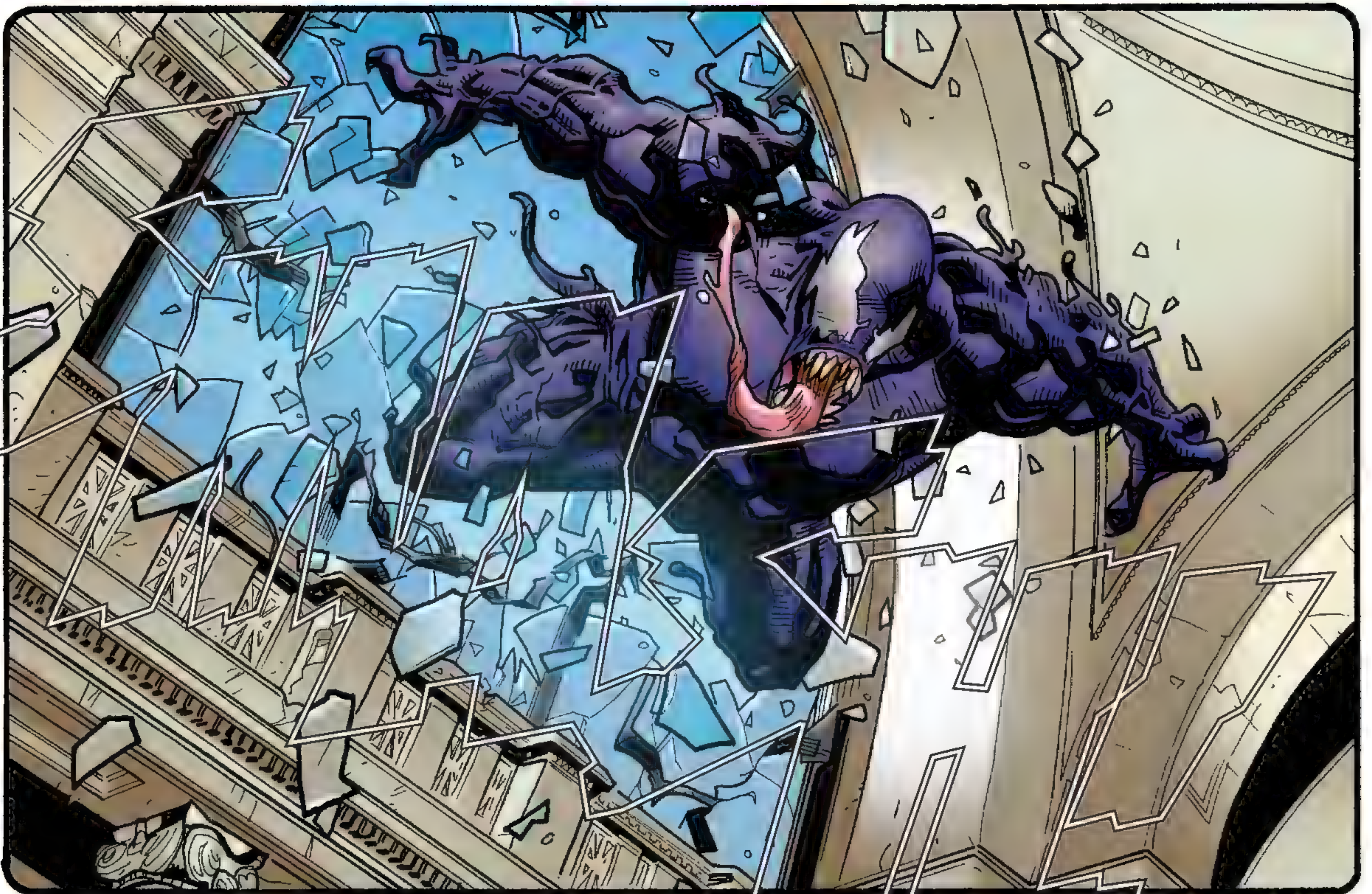
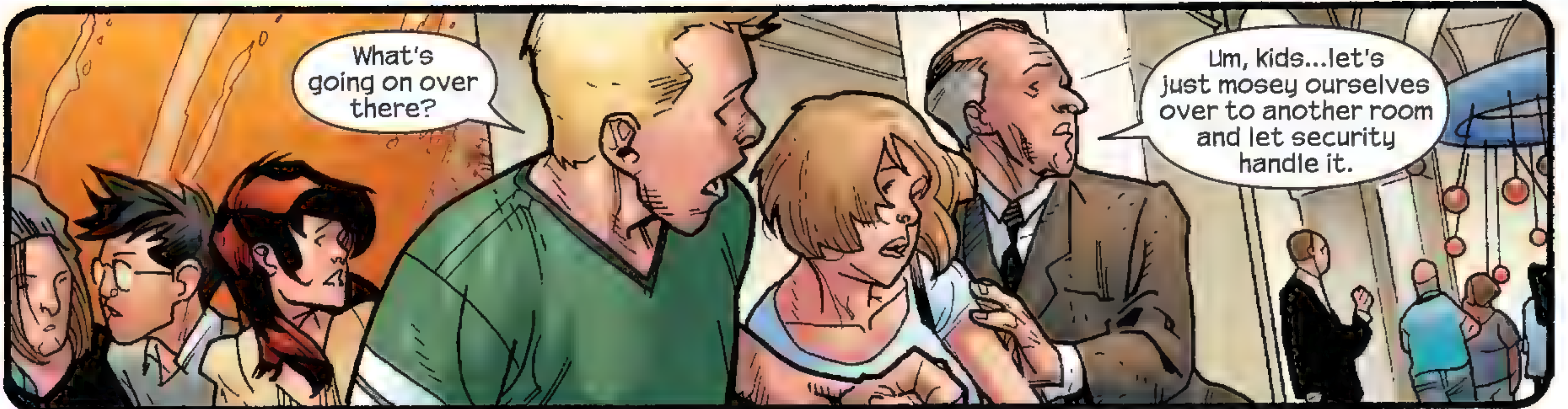












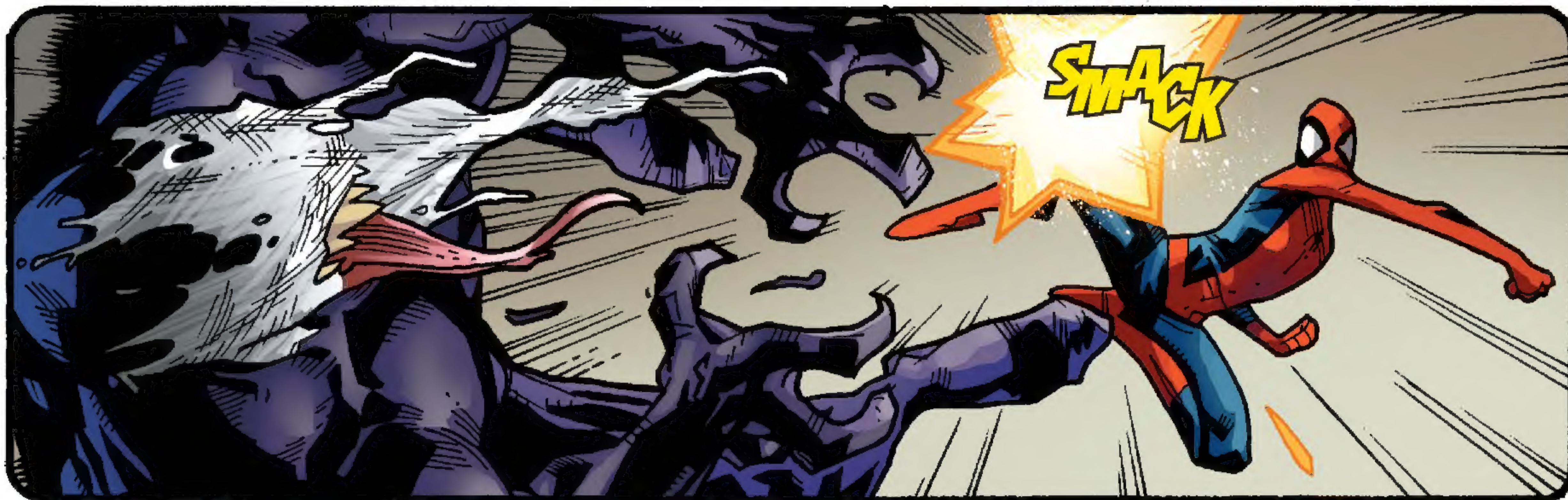




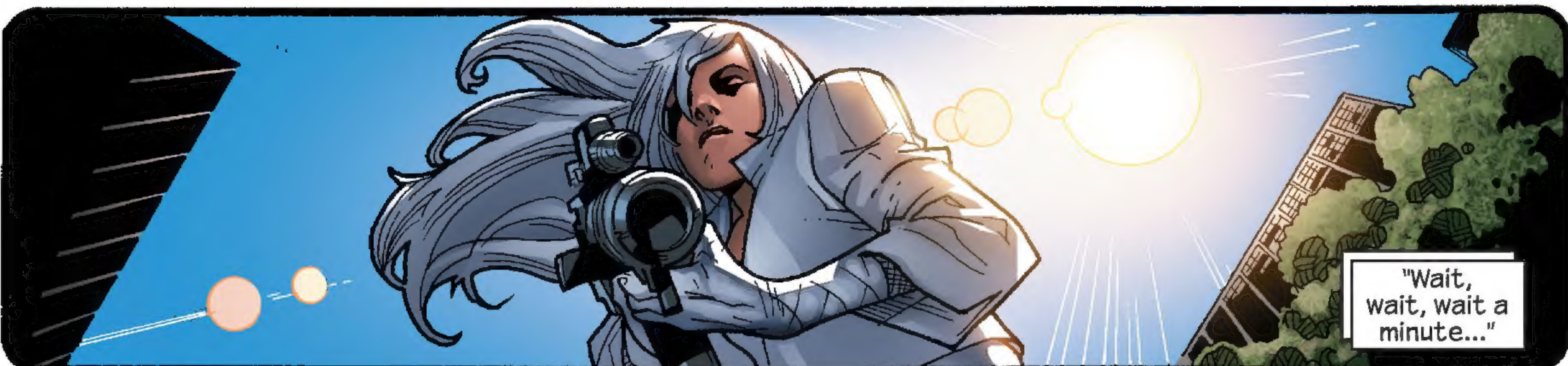
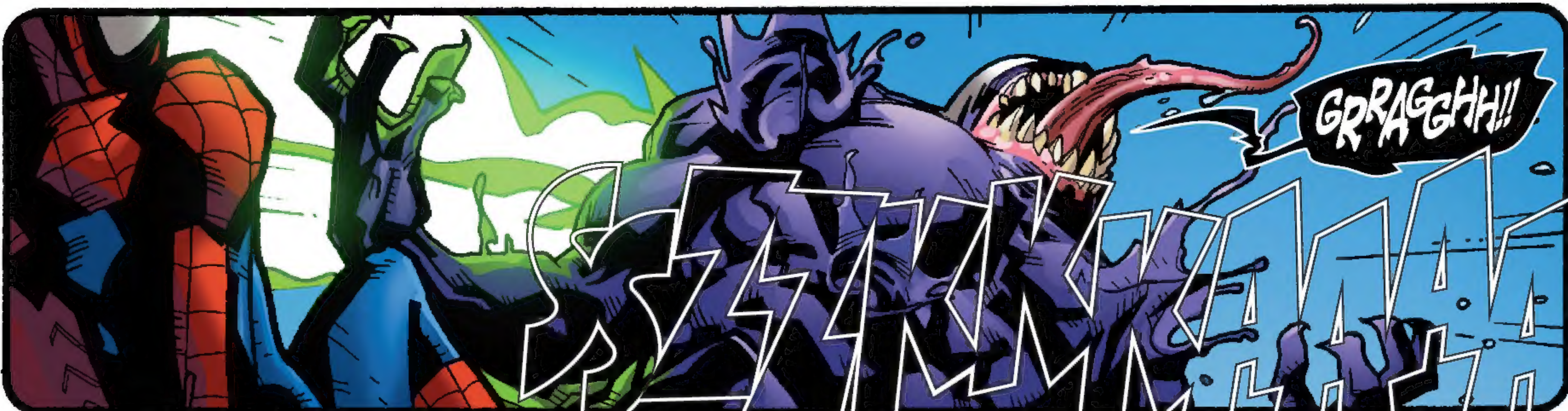
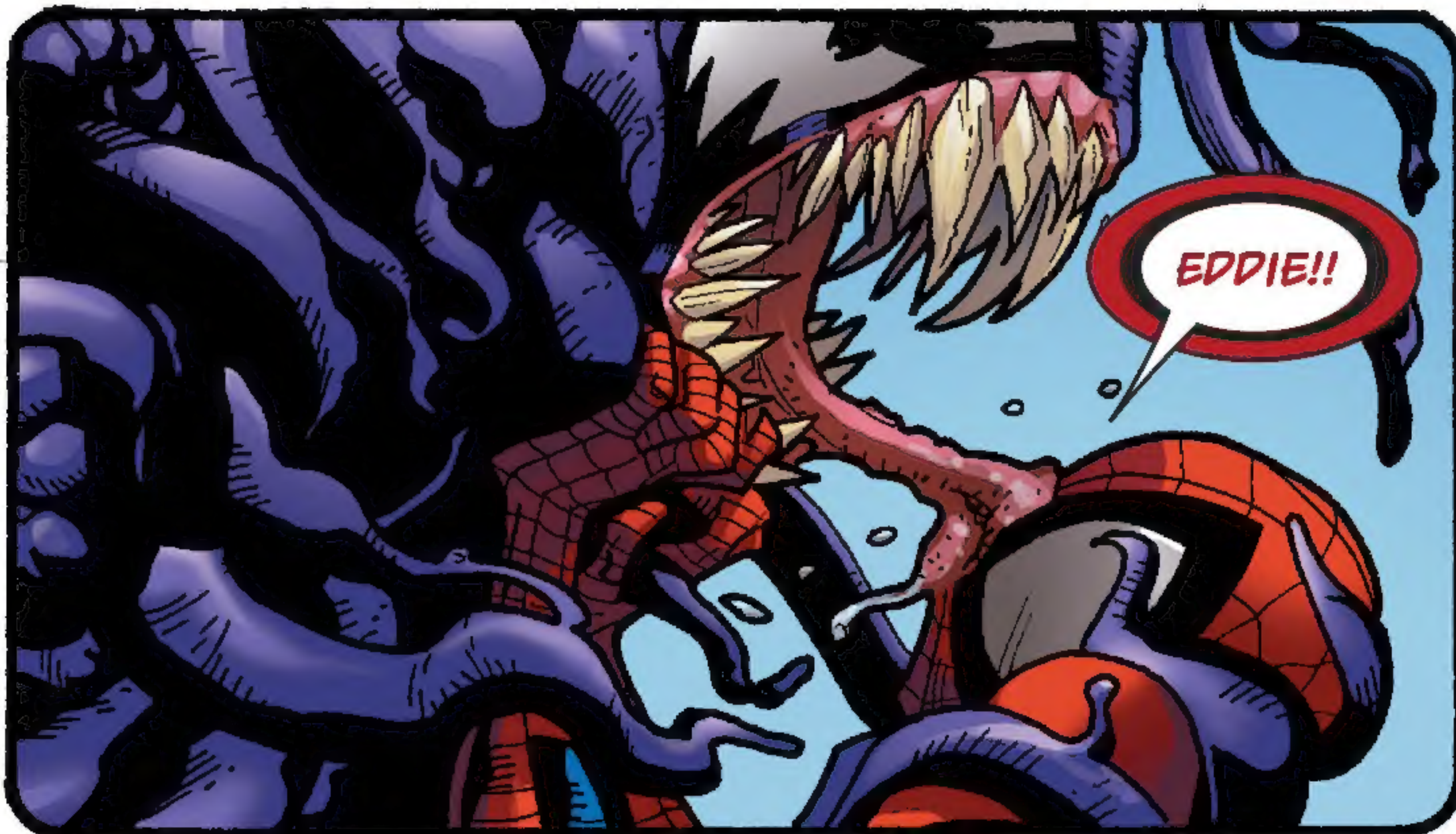
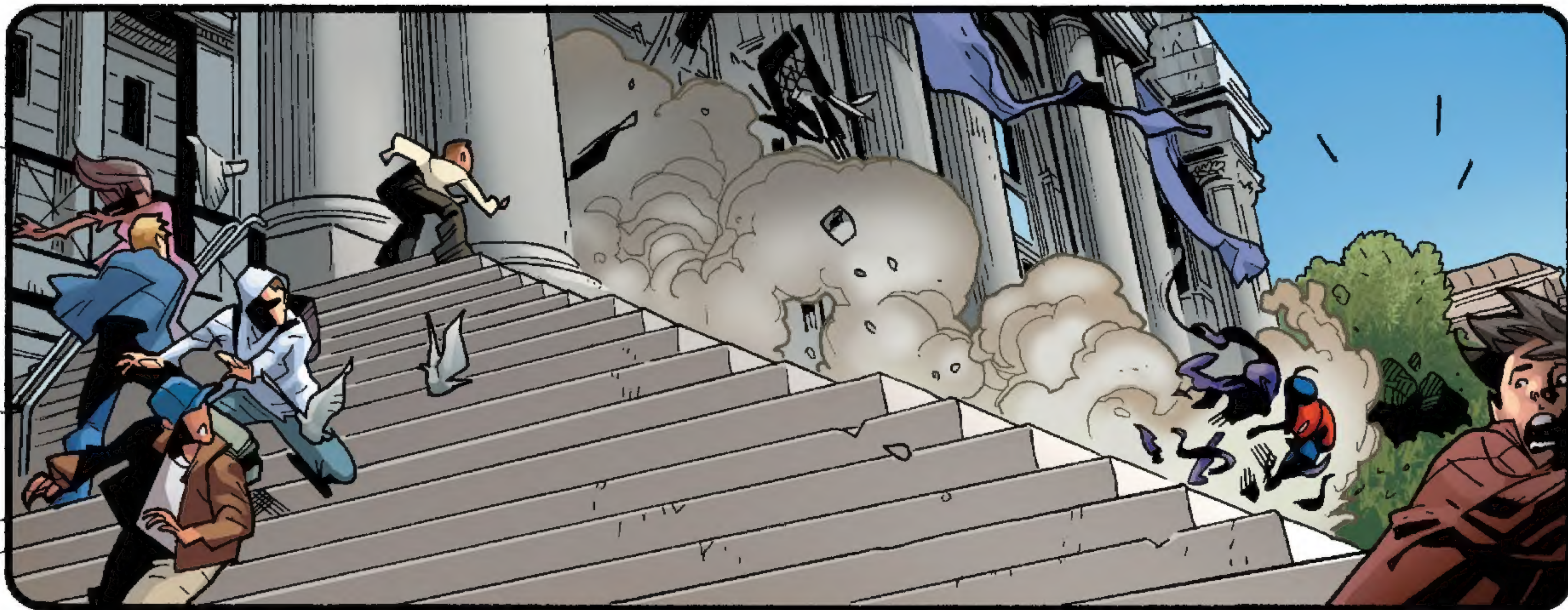




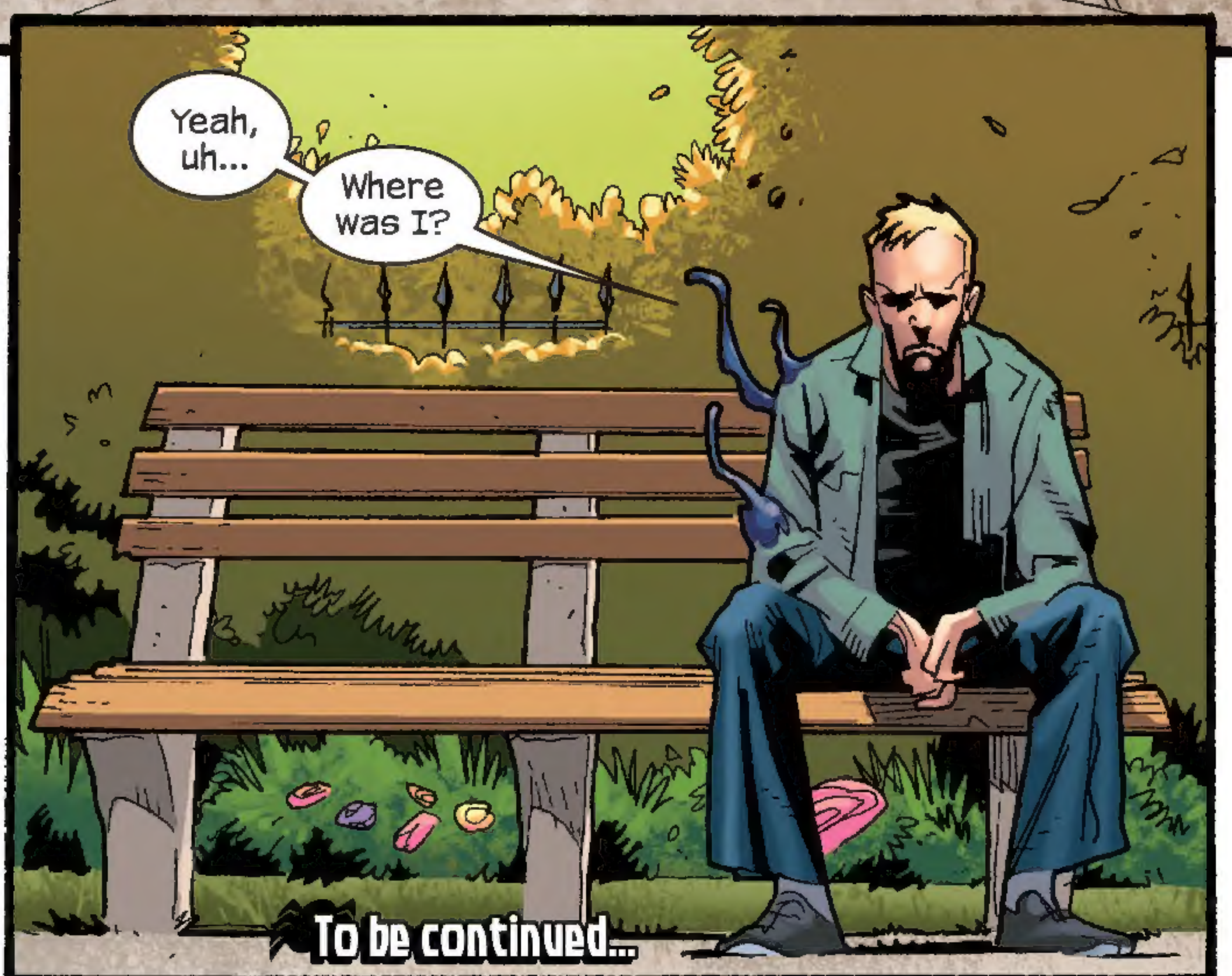
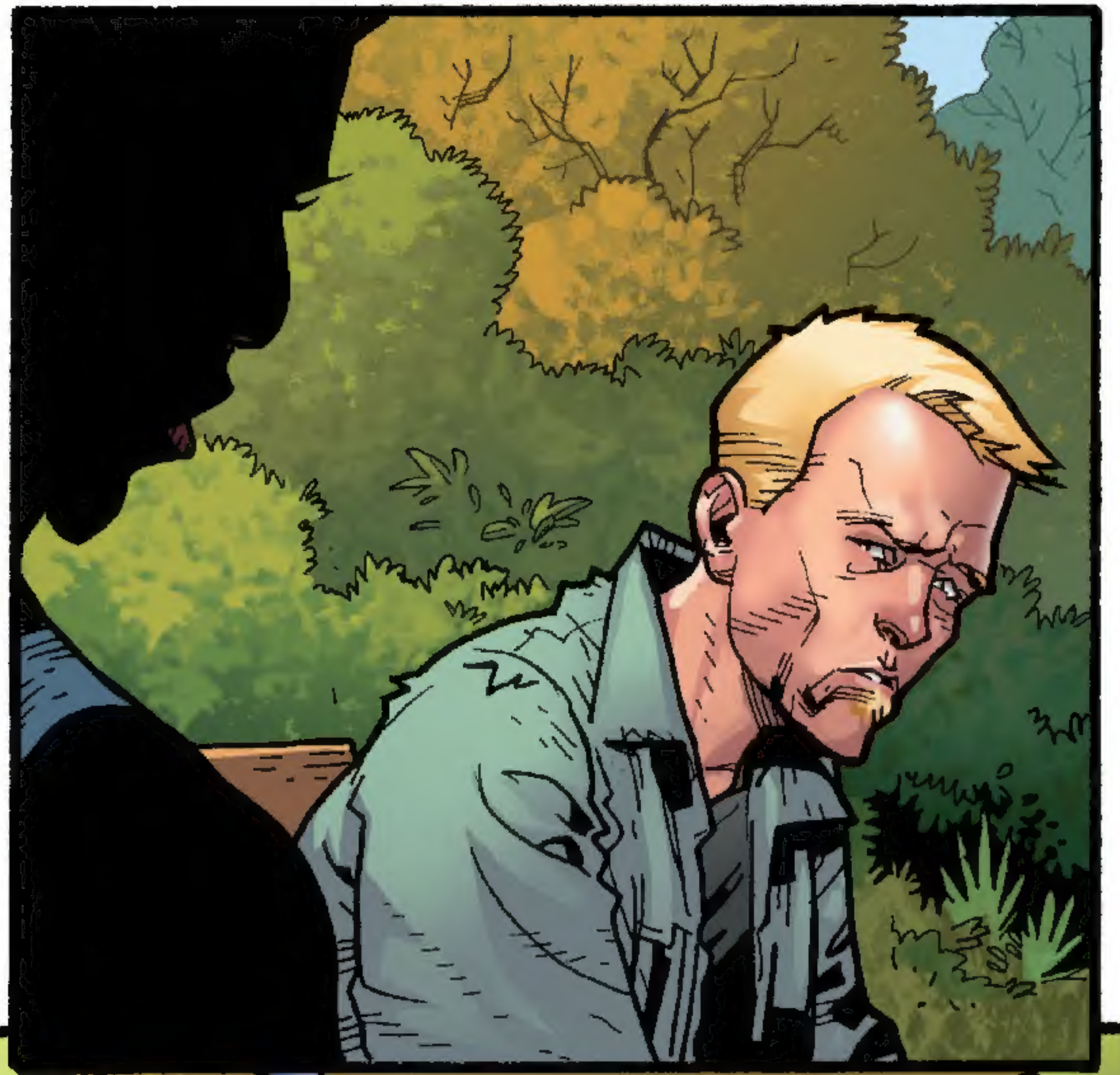














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